

NCTIA By Laws (Adopted September 20, 2004)

Article I

NAME

The name of this association shall be “The North Carolina Telecommunications Industry Association, Inc.” Its chief office shall be in Raleigh, North Carolina, or in such other city as selected by the Board of Directors.

Article II

Object & Purpose

The core purpose of the Association is:

To promote a pro-business environment in North Carolina that will provide each member company the opportunity to meet customer expectations while achieving operational efficiency and financial success.

Core Values:

- ☎ The role our industry plays in shaping the economy of North Carolina and improving the communities we serve through the development and deployment of technology and advanced services.**
- ☎ Ethical business behavior.**
- ☎ Being an avenue for industry representation, cooperation and networking – e.g., respect for diversity, being inclusive.**
- ☎ Diverse opinions, related to both proprietary information and non-proprietary information.**

Article III

Membership

Section A. Members

Member Companies and Associate Members shall comprise the membership of NCTIA.

Section B. Eligible Members

Any company that is a North Carolina facilities based telecommunications carrier who has invested capital dollars in North Carolina (such as installation of a switch) and offers services for hire is eligible for NCTIA membership, subject to approval by the Board of Directors.

Section C. Associate Members

Any individual, firm, partnership or corporation, or the authorized representative of such an entity, with interests in common with the organization, and who is providing services or products to current Member Companies is eligible to become an Associate Member.

Section E. Approval and Eligibility of Membership

Applications for membership shall become effective upon a three-fifths (3/5) affirmative vote of the Board voting at any regular or special meeting of the Board, and upon payment of the regular annual dues as hereinafter provided.

Section F. Termination of Membership

Membership in this Association may be terminated 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) Failure to comply with Association's code of ethics;
- (d) For any other reason by majority vote of the Board of Directors.

Article IV Dues

Section A. Dues

Member Companies and Associate Member dues shall be set by the Board.

Section B. Assessments

Special Assessments also may be levied from time to time to meet unusual expenses as determined necessary by the Board. The Board will determine the appropriate assessment methodology before the assessment is billed.

Section C. Dues Payment

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

Article V Meetings of Membership

Section A. Regular Membership

The regular annual meeting of the Association shall be held at such time and place as may be designated by the Board.

Section B. Special Meeting

Special meetings of the Association may be called at any time by the Board and must be called upon petition of one-third or more of the total number of Member Companies.

Section C. Notice of Meeting

Written or printed notice of the time and place of holding each meeting of the Association shall be given by mailing the same to the last known address of each Member Company. The notice of any Special meeting shall set forth the subject or subjects to be considered and no business affecting the general interest or welfare of this 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 Member Companies.

Article VI Management of Association

Section A. Board of Directors

The Association shall be governed by a Board of Directors, comprised of the Chief Executive Officer, or an appropriate officer, of each Member Company, or the Member Company's representative as designated by the Chief Executive Officer, or an appropriate officer. One Board seat is designated to each Member Company. One Board of Directors representative will be selected from the Associate Members. The Associate Members Council will elect the Board member at their Annual Meeting, held during the NCTIA Annual Convention.

Section B. Vacancy on Board

The Board of Directors of the Association may fill each Board vacancy occurring between regular membership meetings by the appointment of a new director from the Member Company. This appointed director shall serve until the next regular membership meeting at which time the Board vacancy shall be filled by election of a new director by the NCTIA membership.

C. Executive Committee

To assist in the management of the affairs of the Association, there shall be an Executive Committee consisting of the current officers, the immediate Past President, and the Executive Director as an ex officio member (without the power to vote) to act in the governance of the Association in such matters as do not necessitate Board action, in instances where preliminary meetings are necessary to gather information to be subsequently considered by the Board, and to make necessary decisions on behalf of the Board, when the Board is not in session. The Executive Committee will keep minutes of meetings and present those minutes at the next Board meeting for approval.

Article VII Duties of Board of Directors

Section A. Board Role and Meetings

The Board shall exercise such powers and perform such duties as may be necessary and appropriate for the proper operation and management of this Association. The Board shall determine the time and place of regular and special meetings of the membership as provided in Article V.

Section B. Finances

It shall be the duty of the Board to supervise and control the finances of this Association.

Section C. Dues

The Board shall have the authority to change membership dues as provided in Article IV.

Section D. Officers

The Board shall annually elect the officers of this Association as set forth in Article IX and shall fill any vacancies occurring during the term of an office for the unexpired portion of the term of that office pursuant to Article IX, Subsection A.

Section E. Duties

The Board shall perform such duties as may be vested in it by NCTIA members.

Section F. Nominating Committee

There shall be a Nominating Committee, comprised of the three immediate past presidents, and chaired by the first immediate past president, that shall nominate all officer candidates, including the President, Vice Presidents, Treasurer and Secretary of this organization. The members of the nominating committee need not be current members of the Board. The Nominating Committee shall present the officer candidates to the Board of Directors and to the membership at the Annual Meeting.

Article VIII

Meetings of the Board of Directors

Section A. Annual and Other Meetings

An annual meeting of the Board shall be held in conjunction with the Annual Meeting of the membership. Other meetings of the Board shall be held as called by the President, or majority of the Board.

Section B. Quorum

A majority of the Board must be present at any meeting of the Board to constitute a quorum for the transaction of business of this Association. Any action by the Board requires a majority vote of the quorum then present.

Article IX

Officers of the Association

Section A. Officers

The officers of the Association shall be elected by vote of the Board of Directors. The officers of the Association shall consist of a President, two Vice-Presidents, Treasurer, and Secretary. The President and Vice-Presidents shall be elected from the membership of the Board of Directors. The Treasurer and the Secretary may or may not be elected from the Board of Directors. All officers shall be elected until their successors are duly elected and qualified and shall take office on January 1 following the meeting at which they are elected.

A vacancy occurring in an office of the Association between regular meeting dates of the Association shall be filled for the unexpired term, by a majority vote of the Board of Directors. Any person, to be eligible to hold office, must be the accredited representative of his company or have authorization from the accredited representative of his company.

Section B. Powers and Duties of the President

Subject to the Board of Directors and these Bylaws, the President will have general charge and control of the business of the Association. He/she shall be designated chairman of the Board and preside at all meetings of the Board of Directors. He/she may sign and execute all authorized contracts or other obligations of the Association. He/she shall do and perform such other acts and duties as may be assigned by the Board of Directors.

Section C. Power and Duties of the Vice Presidents

A Vice-President, as designated by the Board of Directors, shall discharge the duties and exercise the powers and functions of the President when the latter is absent or unable to act, and said Vice-Presidents shall have such other powers and shall perform such other duties as may be assigned to them by the Board of Directors.

Section D. Powers and Duties of the Treasurer

The Treasurer shall oversee the development of an annual Budget and financial activities of the Association according to the NCTIA Policies and Procedures established by the Board of Directors. These policies will include monthly review of bank statements, paid invoices, check registers and deposit slips, meeting with the Finance/Audit Committee twice annually and responsibility for the Annual Tax Filing and Financial Review. He/she shall make reports to the Board of Directors quarterly.

Section E. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all the meetings of the members, and of the Board of Directors in separate books provided for that purpose. He/she shall attend to the giving and serving of all notices to the Association. He/she shall be the custodian of all the records, papers, files and books of the Association, and the corporate seal. He/she shall affix the corporate seal to all documents to which it should be attached, and attest the same by a signature, and shall make reports to the Board of Directors on request. Generally, he/she shall perform such additional duties as may be required by the Board of Directors.

Article X Duties of the Executive Director

Section A. Duties

The Executive Director shall be the Chief Administrative Officer of the Association and, as such, it is the director's duty to assist the officers, the Executive Committee and the Board in carrying out the objectives of the Association.

Specific duties shall include:

1. Manage the Association office;
2. Inform and educate members;
3. Promote favorable public relations;
4. Assist the President in establishing committees;
5. Perform such other duties as requested by the President, Executive Committee and/or Board.

Article XI Indemnification

Section A. Indemnification

Each member of the Board of Directors, each officer, member of a committee, or employee of the Association may be indemnified by the Association against all liabilities, including attorneys' fees, reasonably incurred by, or imposed upon the director in connection with any proceeding to which He/she may be made a party, or in which He/she may with any proceeding to which He/she may be made a party, or in which he/she may become involved, by reason of being, or having been, a member of the Board of Directors, an officer, member of a committee, or an employee, of the Association, whether or not he/she is a member of the Board of Directors, an officer, a member of a committee, or an employee at the time such expenses are incurred, except in such cases wherein a member of the Board of Directors, officer, member of a committee or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Board of Directors, officer, member of a committee, or employee may be entitled.

The Board of Directors may secure and maintain such policies of insurance as it may consider appropriate to insure any person who is serving, or has served, as a member of the Board of Directors, officer, member of a committee, or employee against liability and expenses arising out of any claim of breach of duty, error, misstatement, misleading statement, omission or other acts done or attempted solely by reason of their being such member of the Board of Directors, officer, member of a committee, or employee of the Association and to insure the Association against liability by reason of the foregoing indemnity.

Article XII Corporate Seal

This Association shall have a corporate seal which shall consist of a circular die having engraved thereon, the words: "North Carolina Telecommunications Industry Association, Inc."

Article XIII Amendment

These Bylaws may be amended or repealed by a majority vote of the members of the Board. Any amendment to these Bylaws shall be mailed to each Member Company thirty (30) days prior to any vote.

Article XIV Order of Business

In the governance of this Association or its Committees, the latest revision of Roberts' Rules of Order shall prevail.