

# **NCTIA By Laws (Adopted February 24, 2006)**

## **Article I**

### **NAME**

The name of this association shall be “The North Carolina Telecommunications Industry Association, Inc.” Its chief office shall be in Sanford, 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**

The membership shall be divided into two categories as defined in this section, Member Companies and Associate Members. Parent corporations, wholly owned subsidiaries, and/or affiliate companies have the option of being considered as “one entity” for membership purposes (one Board seat and combined basis for dues calculation) or as “individual entities” for membership purposes (one Board seat per entity membership and individual entity basis for dues calculation). Membership in the Association is not transferable or assignable without the approval of the Board of Directors.

#### **Section B. Member Companies**

Any individual, firm, partnership, corporation or other legal entity authorized to provide local exchange communications service within North Carolina, who has invested capital dollars in North Carolina (including, but not limited to, investment in at least one of the following: switching equipment, interexchange network infrastructure, wireless transmission network or voice over internet protocol capability) and offers services for hire is eligible for this membership category, subject to approval by the Board of Directors.

### Section C. Associate Members

Any individual, firm, partnership, corporation or other legal entity, or the authorized representative of such an entity, with interests in common with the organization, and providing services or products to current Member Companies, and not otherwise eligible as a Member Company is eligible to become an Associate Member.

### Section E. Approval and Eligibility of Membership

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

Applications for Membership made in the interim period between Board meetings may be approved by the Executive Committee of the Board.

### Section F. Discontinuance of Membership and Expulsion

Any member may, at any time, resign from Membership in the Association by forwarding to the general office of the Association a resignation in writing, provided all debts and obligations of such Member to the Association have been fully discharged at the date of receipt of such resignation. Any Member may be expelled from Membership for cause by the affirmative vote of not less than three-fifths (3/5) of a quorum of the Board of Directors voting at any regular or special meeting of the Board. There shall be no proration or refund of dues or other amounts due upon resignation or expulsion.

## **Article IV Dues**

### Section A. Dues

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

### 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 payable upon receipt of an invoice from the Association for each calendar year, or as directed by the Board.

In the event that a member has not paid their dues within thirty (30) days of the billing date, they will be notified that the member's dues are delinquent. If such dues are not paid in full within 30 days from the date of the delinquency notice, the delinquent membership may be revoked by a three-fifths (3/5) vote of a quorum of the Board of Directors voting at any regular or special meeting of the Board. The member whose dues are delinquent shall not be entitled to vote on such revocation, and, in any event, shall not be entitled to any vote or to participate in any programmed event hosted by the Association so long as such dues are delinquent.

## **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. 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 Chairman, and the President and CEO 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.

## **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 three-fifths (3/5) vote of a quorum of the Board of Directors voting at any regular or special meeting of the Board.

## **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 Chairman, two Vice-Chairs, Treasurer, and Secretary. The Chairman and Vice-Chairs 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 three-fifths (3/5) vote of a quorum of the Board of Directors voting at any regular or special meeting of the Board. 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 Chairman

Subject to the Board of Directors and these Bylaws, the Chairman 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 Chairs

A Vice-Chair, as designated by the Board of Directors, shall discharge the duties and exercise the powers and functions of the Chairman when the latter is absent or unable to act, and said Vice-Chairs 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 at least 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 President and CEO**

## Section A. Duties

The President and CEO shall be the Chief Administrative Officer of the Association and, as such, it is the President and CEO'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 Chairman in establishing committees;
5. Perform such other duties as requested by the Chairman, 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.