

# **North Dakota Telephone Association**

## **BYLAWS**

**Revised:  
December 8, 2010**

## TABLE OF CONTENTS

	<u>PAGE</u>
<b><u>ARTICLE I: NAME</u></b> .....	1
<b><u>ARTICLE II: PURPOSE</u></b> .....	1
<b><u>ARTICLE III: HEADQUARTERS</u></b> .....	1
<b><u>ARTICLE IV: MEMBERSHIP</u></b>	
Section 4.1 Classification and Qualification of Members .....	1
Section 4.2 Rights of Members.....	2
Section 4.3 Terms of Membership, Admission and Renewal .....	3
Section 4.4 Termination of Membership .....	3
<b><u>ARTICLE V: BOARD OF DIRECTORS</u></b>	
Section 5.1 General.....	3
Section 5.2 Nominations.....	4
Section 5.3 Eligibility .....	4
Section 5.4 Vacancies .....	4
Section 5.5 Quorum .....	4
<b><u>ARTICLE VI: OFFICERS</u></b>	
Section 6.1 General.....	4
Section 6.2 Duties of Officers.....	4
<b><u>ARTICLE VII: BUSINESS MATTERS</u></b>	
Section 7.1 Management.....	5
Section 7.2 Bond.....	5
Section 7.3 Fiscal Year .....	5
<b><u>ARTICLE VIII: MEETINGS OF MEMBERS</u></b>	
Section 8.1 Annual Meetings .....	5
Section 8.2 Special Meetings .....	5
Section 8.3 Minutes of Meetings of Members .....	6
Section 8.4 Notice of Meetings.....	6
Section 8.5 Quorum .....	6
Section 8.6 Voting of Membership .....	6
Section 8.7 Rules of Order.....	6
<b><u>ARTICLE IX: DUES</u></b>	
Section 9.1 Assessments .....	6
<b><u>ARTICLE X: Bylaw Amendment or Repeal</u></b> .....	6

**NORTH DAKOTA TELEPHONE ASSOCIATION  
BYLAWS  
(Revised – December 8, 2010)**

**ARTICLE I - NAME**

The name of this organization shall be the "North Dakota Telephone Association."

**ARTICLE II - PURPOSE**

The purpose of this organization shall be to collectively address common telephone industry needs by:

- (a) Providing to its members information and assistance in matters of industry-wide importance;
- (b) Providing workshops, seminars, and conferences as a means of establishing a forum for the expression of ideas, discussion of problems of the member companies and educational opportunities;
- (c) Providing a clearinghouse for the compilation, publication and distribution of information affecting, or of interest to its member companies.

**ARTICLE III - HEADQUARTERS**

The headquarters and general office of the Association shall be located at the place or places determined by the Board of Directors.

**ARTICLE IV - MEMBERSHIP**

**Section 4.1: Classification and Qualification of Members.**

The membership of this Association shall be divided into five (5) classes: Active member, Associate member, Affiliate member, Sustaining member, and Honorary member as such classes are hereafter defined:

**1. Active Member:**

An Active Member is a company which operates a local telephone exchange or exchanges within the State of North Dakota. An Active Member company must be an incumbent local exchange carrier that has been issued a Certificate of Public Convenience and Necessity by the North Dakota Public Service Commission.

**2. Associate Member:**

An Associate Member is any individual, partnership or corporation regularly engaged in the manufacture, lease or sale of equipment, supplies or other commodities, or in the sale of engineering, advertising, accounting, managerial or other services to the telephone industry.

**3. Affiliate Member:**

An Affiliate Member is an incumbent local exchange company serving North Dakota subscribers from a telephone exchange in a State adjacent to the State of North Dakota.

**4. Sustaining Member:**

A Sustaining Member is any individual, partnership or corporation who desires to aid in the purpose of this Association. Such membership class shall include the following categories:

- (a) **Category I Members.** All interexchange carriers and other common carriers who provide interexchange long distance service to customers in North Dakota.
- (b) **Category II Members.** All resellers of long distance telephone service to customers in North Dakota.
- (c) **Category III Members.** All wireless carriers and network providers who provide telecommunication service to customers in North Dakota.
- (d) **Category IV Members.** All partnerships, firms or corporations having ownership in a telephone company which is located and operating in the State of North Dakota, i.e, parent companies.
- (e) **Category V Members.** All carriers that provide local exchange telephone service on a competitive basis in North Dakota and are owned wholly, or in part, by an Active or Affiliate member of this Association.

**5. Honorary Member:**

Any individual, who, at the discretion of the Board of Directors is designated as an honorary member of NDTA.

**Section 4.2: Rights of Members**

**(a) Voting Rights.**

Each Active Member is entitled to one vote on each matter submitted to a vote of the members. Associate, Affiliate, Sustaining and Honorary Members shall not be entitled to vote on any matter submitted to a vote of the members.

**(b) Rights Upon Dissolution.**

No part of the net earnings of this Association, if there are any, will inure to the benefit of any Director, Officer, Associate Member, Affiliate Member, Sustaining Member, Honorary Member or any other private person. Upon liquidation or dissolution of the Association, the assets of the Association (other than any such net earnings) shall be distributed to the current Active Members in good standing as of the date of dissolution.

**Section 4.3: Terms of Membership, Admission and Renewal.**

All memberships in this Association shall extend for one (1) calendar year only, from January 1 through December 31, regardless of the effective date of admission to membership or renewal of membership. Any person or organization qualified for membership under Article IV, Section 4.1 of these Bylaws shall be admitted to membership only on the approval of the Board of Directors and on the payment of the first annual dues. A membership shall be renewed only if the member continues to be qualified as provided in these Bylaws and on payment of the annual dues.

**Section 4.4: Termination of Membership.**

**(a) Cause.**

The membership and all rights of membership of any member shall automatically terminate on the occurrence of any of the following causes:

- (1). The voluntary resignation of such member;
- (2). The expiration of the term of membership, unless such membership is renewed pursuant to these Bylaws;
- (3). The death or dissolution of such member;
- (4). The nonpayment of dues; and
- (5). For conduct that is not consistent with the Association's goals and objectives.

**(b) Effect of Termination.**

All rights of a member in the Association and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred prior to the member's termination.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 5.1: General.**

The Association shall be governed by a nine (9) member Board of Directors serving three (3) year terms with three (3) directors elected each year. The Board shall consist of four (4) directors elected from four (4) cooperative member companies, of which two (2) shall be Directors; three (3) directors elected from three (3) commercial company members; and two (2) directors elected At-Large.

**Section 5.2: Nominations.**

Candidates for the Board of Directors shall be nominated by a committee of three (3) members appointed by the Board of Directors from the membership of the Association. The directors shall be elected during the annual meeting of the Association and shall assume their duties immediately upon their election and shall serve until their successors are elected.

**Section 5.3: Eligibility.**

Any person who is a director-officer of, or is employed by a member telephone operating company and is a resident of North Dakota shall be eligible for membership on the Board of Directors, except that no member company may have more than one representative on said Board of Directors. A director shall be eligible for re-election at the meeting at which the director's term expires.

**Section 5.4: Vacancies.**

The Board of Directors may fill all vacancies occurring on the Board between annual elections, by appointment of eligible representatives of members to serve until the next annual election or until their successors are elected.

**Section 5.5: Quorum.**

A quorum at any meeting of the Board of Directors shall consist of not less than five members. If and when the directors shall verbally and collectively consent in writing to any action to be taken by the corporation, such action shall be as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE VI - OFFICERS**

**Section 6.1: General.**

The officers shall consist of a President, one (1) Vice-President, and one (1) Secretary-Treasurer. The President, Vice President, and Secretary-Treasurer shall be elected by and from among the members of the Board of Directors, said election to be held at the first meeting after the election of said Board. The Board of Directors is empowered to hire an Association Manager and employees who need not be a member of the Association and who need not have the qualifications that are requisite for membership on the Board.

**Section 6.2: Duties of Officers.**

The officers of the Association shall each have the following duties:

**(a) The President:**

The President shall preside at all meetings of the Association and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. There shall be appointed annually by the President and confirmed by the Board of Directors such standing committees necessary to conduct the work of the Association.

**(b) The Vice President:**

In the absence of the President at any meeting of the Association or the Board of Directors, the Vice President shall preside and perform such duties as would devolve upon the President if the president were present.

**(c) The Secretary-Treasurer:**

The duties of the Secretary-Treasurer shall be to keep the records of the Association and perform such other acts and duties as the Board of Directors may authorize and direct. The Secretary-Treasurer shall collect all dues and assessments from the members of the Association and other revenues herein provided for, and shall safely keep and pay out the same upon direction of the Board of Directors. The Secretary shall also be the custodian for the corporate seal and all contracts and other papers.

**ARTICLE VII - BUSINESS MATTERS**

**Section 7.1: Management.**

The Board of Directors may employ a Manager, either upon a part-time or full-time basis. The Manager shall have such authority and duties, and receive such compensation as the Board may, from time to time, determine.

**Section 7.2: Bond.**

The Secretary-Treasurer/officers and employees shall execute such bond as the Board of Directors may require such bond to be secured from one of the organized commercial surety companies, the premium thereon to be paid by the Association.

**Section 7.3: Fiscal Year.**

The fiscal year of the Association shall begin on the first (1st) day of January of each year, and end on the thirty-first (31st) day of December of that year.

**ARTICLE VIII - MEETINGS OF MEMBERS**

**Section 8.1: Annual Meetings.**

The Association shall have a general membership meeting annually at a place and time selected by the Board of Directors. The election of Directors shall be held at the annual meeting and such other business transacted as the membership may determine.

**Section 8.2: Special Meetings.**

Special meetings of the Board of Directors or of the membership of the Association may be called at any time by the President or a majority of the Board of Directors. All members in good standing must be notified in advance in writing.

**Section 8.3: Minutes of Meetings of Members.**

Minutes of each meeting shall accurately state all motions and resolutions adopted or rejected, and shall be distributed to members of the board of the Association, and to other members upon request, within a reasonable time period following adjournment of such meeting.

**Section 8.4: Notice of Meetings.**

Notice of the time, place and purposes of all meetings of members shall be given in writing to all affected members at least thirty (30)-days prior thereto by written notification. Failure to include a subject or subjects in the notice of the meeting shall not preclude action thereon at the meeting.

**Section 8.5: Quorum.**

Not less than fifty-one percent (51%) of the total voting membership in good standing shall constitute a quorum for the transaction of business at membership meetings.

**Section 8.6: Voting of Membership.**

Each active member of the Association in good standing shall be entitled to one vote on any questions, motion, resolution, or proposition submitted to vote, which vote may be cast by any officer or other representative of such member. (Good standing is to mean a member whose dues are not in arrears). Associate, Affiliate, Sustaining and Honorary members shall have no voting rights.

**Section 8.7: Rules of Order.**

In the government and deliberations of the Association, its Board of Directors and its committees, "Robert's Rules of Order" shall prevail.

**ARTICLE IX - DUES**

**Section 9.1: Assessments.**

All members shall pay dues in amounts and in a method as determined from time to time by the Board of Directors. All dues shall be payable for the first year on admission to membership and annually thereafter, in full, within sixty (60)-days of receipt of dues notice.

**ARTICLE X - BYLAW AMENDMENT OR REPEAL**

The Bylaws of the Association may be amended by a majority of the Board of Directors at a legally assembled meeting. These amendments shall be ratified at the next annual meeting.