

Bylaws

Article 1. Name and Purpose

- a. The name of the Corporation shall be "tmb.org Data Telephone Cooperative, Inc."
- b. The purpose of the Corporation shall be to provide data communication services for the mutual benefit of its members.

Article 2. Membership

a. Membership in the Corporation shall be open to any individuals who are able to meet the requirements of membership and who are first joined to the corporation as an associate user.

b. Membership shall be granted by a majority vote of the board.

~~c. Each member shall have an equal vote in all general membership decisions, and shall have an ownership interest in the Corporation in proportion to the total amount of the member's business with the Corporation since its incorporation, provided that a member's voting rights and ownership interest shall vest only after 45 days of continuous membership in good standing.~~

[Vote 1]

c. Each member shall have an equal vote in all general membership decisions, and shall have an ownership interest in the Corporation that is an equal share to all other members. A member's voting rights and ownership interest shall vest only after 45 days of continuous membership in good standing.

~~d. Reserved.~~ [Vote 1]

d. A membership in the Corporation is not transferable to another entity and may only be returned to the Corporation.

e. Members shall be charged monthly dues and any other expenses delineated in the Corporation's policies as determined by the board.

f. Members may voluntarily terminate their memberships at any time by notifying the President or Secretary of their intentions.

g. A member may be expelled for cause by a two-thirds vote of the membership. Such a vote must be called by the board of directors.

h. The board may, by majority vote, expel any member who maintains outstanding debt to the Corporation for three consecutive months or more. This means that the member has paid less than the total dues owed to date.

- i. Termination of membership, whether voluntary or involuntary, does not excuse a person's outstanding obligations or debts to the Corporation.
- j. The board may suspend a member's privileges, other than the privilege to attend and vote in meetings, by majority vote at any time pending a vote on expulsion.
- k. The President, Secretary or a member of the security administration team may immediately suspend the member's access for violation of the acceptable use policy of the corporation. Such a suspension shall be provisional until a vote is held under paragraph "j" above.

Article 3. Associate Users

- a. The board shall have the ability to approve associate users.
- b. An associate user is a person or entity who uses the services provided by the corporation at no cost to the associate. No person or entity may be both an associate user and a member.
- c. Associate users must be invited by an existing member of the corporation and approved by the board of directors.
- d. An associate user may be approved on a provisional basis by the President, Secretary or a member of the system administration team. Such provisional approval shall last until the next scheduled meeting of the board.
- e. Associate users have access to the services provided by the corporation on a capacity-available basis and are subject to being removed from the service in the event demand by members for services exceeds supply.
- f. An associate may be immediately removed for violation of the acceptable use policies of the service, or may be removed upon 14 day notice in the event of removal due to capacity.

Article 4. Board of Directors

- a. The board of directors shall consist of five members.
- b. Board elections shall be held annually. Only members in good standing may run as candidates in board elections.
- c. Board members may voluntarily resign their positions at any time.
- d. Any board member may be removed by a two-thirds majority vote of the general membership at any time.
- e. Vacancies in the board shall not be filled with special elections unless the remaining term exceeds 30 days and the total number of directors remaining is less than a majority of the number of seats, in which case a special election shall be held as soon as practicable to fill all vacant

seats. Each member may vote for up to a number of candidates equal to the number of vacancies. Candidates receiving the most votes shall take the respective vacant seats having the most remaining time in the term of that seat's class, and shall serve the remaining term of that seat as if taking the place of the previously vacating director.

f. Board members shall receive no compensation beyond reimbursement for expenses incurred in performing their duties.

g. The board shall have regular meetings scheduled at least one time per year, and special meetings as often as necessary.

~~h. The board shall vote to choose officers from the board of President, Treasurer, and Secretary. Individual board members may serve multiple roles except no board member may be both President and Secretary.~~ [Vote 2]

h. The board shall vote to choose officers from the board of President, Vice President, Treasurer, and Secretary. Individual board members may serve multiple roles except no board member may be both President and Secretary.

i. The President shall preside over all meetings and maintain order.

j. The Treasurer shall handle the Corporation's financial matters, including preparing financial reports, writing checks, receiving member deposits and dues, and maintaining detailed financial records of the Corporation's business with members. The Treasurer shall be responsible for filing government tax forms.

k. The Secretary shall be responsible for keeping the Corporation's records. The Secretary shall keep logs and minutes for all meetings, as well as copies of all official corporate documents. The Secretary shall be responsible for filing all forms not managed by the Treasurer.

l. The Vice President shall have the authority to act in the President's place whenever the President is unable to act in accordance with the bylaws due to incapacity, legal prohibition, conflict of interest, or other barrier. [Vote 2]

Article 5. Decision-making

a. All meetings, whether of the board or the general membership, shall be open to the entire membership.

b. All votes shall be made with a public ballot, with the results of the vote recorded in the minutes of the next board meeting.

c. Decisions by the membership as a whole shall be accomplished through a voting system established by the board. Any member may initiate a vote, which must be announced to the entire membership. Members shall have one week from the time of announcement to cast votes on the issue. Vote results shall be determined based on the proportion of "Yes" votes out of total

non-abstention votes cast, not out of the entire membership. The vote result shall only be binding if a quorum of twenty percent of the total membership votes on the issue.

d. Members who are not board members are only permitted to call potentially binding votes on revising the bylaws and removing board members.

e. The board may revise the Corporation's policies by majority vote at any board meeting. The Secretary is responsible for keeping and publishing up-to-date editions of the Corporation's policies.

f. The board may take no action unless a quorum of three directors is present and all directors have been given prior notice. Such notice must be at least 48 hours unless the action is approved by a simple majority of the entire board, and all directors may vote by proxy or advance communication without actual presence at any meeting.

Article 6. Technical Management of Services

a. The board shall designate the person or persons responsible for the system administration of the corporation's equipment.

b. The system administrators shall determine whether capacity exists to serve a request, shall design and implement policies for the good operation and security of the corporation's equipment.

Article 7. Amendment

a. The bylaws of the Corporation may be amended by a two-thirds vote of the Corporation's membership.

Article 8. Dissolution

a. Upon dissolution of the Corporation, all assets remaining after the Corporation's liabilities are met shall be distributed among all current and former members in accordance with IRS regulations and statutory requirements for Internal Revenue Code Section 501(c)(12) cooperatives. The board shall be responsible for the liquidation and distribution of all such assets.

b. Termination of membership for any reason shall not forfeit a member's established ownership rights and interests in the Corporation.

Revision History

Vote 1: Modified sections 2(c) and 2(d) pursuant to approved (4-1) vote ending on 9/17/2010.

Vote 2: Modified section 4(h) and added section 4(l) pursuant to approved (4-1) vote at regular meeting of members on 5/28/2011.