

GEORGIA COMMUNICATIONS COOPERATIVE, INC. DBA NGN CONNECT
BYLAWS

As Adopted
December 18, 2012

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Article I Membership

Section 1.01 Eligibility for Membership.

Any individual or Entity with the capacity to enter a legally binding contract with Georgia Communications Cooperative, Inc. DBA NGN Connect (the "Cooperative") is eligible to become a Member of the Cooperative. An Entity includes, but is not limited to, corporations of all types and locations, legally recognizable profit and non-profit unincorporated associations, business trusts, estates, partnerships, limited liability companies, limited liability partnerships, general and limited partnerships, the United States of America, foreign governments, the State of Georgia or any agencies or divisions thereof.

Section 1.02 Membership Procedures and Requirements.

Any individual or Entity desiring to become a Member of the Cooperative ("Applicant") shall complete the procedures and comply with the requirements set forth in this Section.

(a) Each Applicant shall submit a membership application in the form and manner as prescribed by the Cooperative from time to time, together with the applicable membership fee, and any service security deposit, service connection deposit or fee, contribution in aid of construction and such other fees or charges as may be required by the Cooperative.

(b) Each Applicant shall agree to comply with and be bound by the Cooperative's Articles of Incorporation, Bylaws, rates, tariffs, service rules and regulations, membership application and any other reasonable rules and regulations, all as may be amended from time to time.

(c) With respect to any particular classification of service for which the Board of Directors shall require it, each Applicant shall execute a service contract on such form as is provided by the Cooperative.

(d) Each Applicant shall agree to take telecommunications services from the Cooperative and to pay for same based upon such rates and terms as the Cooperative may from time to time prescribe.

(e) Each Applicant shall satisfy all other reasonable conditions and requirements established for membership from time to time by the Board of Directors.

Section 1.03 Acceptance into Membership.

(a) Upon complying with the requirements set forth in Section 1.02, an Applicant shall automatically become a Member on the date of Applicant's connection by the Cooperative for telecommunications services.

(b) Notwithstanding any other provision of these Bylaws, the Board of Directors (or the person or committee empowered to consider applications for membership) may reject any application for membership upon a determination that the Applicant is not willing or is not able to satisfy and abide by the Cooperative's terms and conditions of membership or that such application should be denied for other good cause.

(c) The amount of the fee for admission to membership shall be established from time to time by the Board of Directors.

Section 1.04 Purchase of Services by Members.

Each Member shall purchase telecommunications services from the Cooperative on such terms and conditions as are provided in agreements between the Cooperative and the Member as the same may exist from time to time.

Section 1.05 Payment by Members of Obligations to the Cooperative.

Each Member shall pay any and all amounts which may from time to time become due and payable by the Member to the Cooperative as and when the same shall become due and payable. When the Member has more than one service connection from the Cooperative, any payment by the Member may be allocated and credited to the Member's various service connections in whatever manner the Cooperative may determine, regardless of any attempt by the Member to dictate the method of allocation or credit.

Section 1.06 Access.

(a) Upon request by the Cooperative, the Member shall execute and deliver to the Cooperative grants of easement or rights-of-way over, on and under lands owned or leased by or mortgaged to the Member in accordance with such reasonable terms and conditions as the Cooperative may require for the construction, operation, maintenance or relocation of the Cooperative's facilities, fiber and equipment.

(b) If required for the telecommunications services to be provided by the Cooperative, the Member shall make available to the Cooperative a suitable location for placement of the Cooperative's equipment and facilities for the furnishing of services and shall permit the Cooperative's authorized employees, agents and independent contractors to have access thereto at all reasonable times for inspection, maintenance, replacement, relocation, repair or disconnection of such equipment and facilities.

(c) A failure by Member to comply with the provisions of this Section 1.06 shall be a sufficient basis, in and of itself, for the denial or discontinuation of services by the Cooperative.

Section 1.07 Non-liability of Members for Debts of the Cooperative.

A Member shall not, solely by virtue of its status as such, be liable for the debts of the Cooperative; and the property of a Member shall not, solely by virtue of its status as such, be subject to attachment, garnishment, execution or other procedure for the collection of such debts.

Article II

Member Suspension, Withdrawal and Termination

Section 2.01 Suspension; Reinstatement.

Upon a Member's failure, after the expiration of the initial time limit prescribed either in a specific notice to the Member or in the Cooperative's applicable rules and regulations, to pay any amounts due the Cooperative or to cease any other non-compliance with the Member's membership obligations, a Member's membership shall automatically be suspended; and during such suspension Member shall not be entitled to receive telecommunications services from the Cooperative or to cast a vote at any meeting of the Members. Payment of all amounts due the Cooperative, including any additional charges required for such reinstatement, and/or cessation of any other noncompliance with the Member's membership obligations within the final time limit provided in such notice or rules and regulations shall automatically reinstate the membership, in which event the Member shall thereafter be entitled to receive telecommunications services from the Cooperative and to vote at the meetings of the Members.

Section 2.02 Termination by Expulsion; Renewed Membership.

Upon failure of a suspended Member to be automatically reinstated to membership, as provided in Section 2.01, the Member may, without further notice, be expelled from membership by the Board of Directors at any subsequently held regular or special meeting of the Board. After expulsion of a Member, the Member may not again become a member of the Cooperative except upon making a new application for and receiving acceptance to membership as provided in Article I; provided that the Board of Directors may establish such additional terms and conditions for renewed membership as it determines to be reasonably necessary to assure the applicant's compliance with all membership obligations.

Section 2.03 Termination by Withdrawal or Resignation.

A Member will be deemed to have terminated the Member's membership in the Cooperative upon the occurrence of any one of the following:

- (a) the termination of all telecommunications services to the Member at the request of the Member; or
- (b) the death or cessation of existence of the Member.

Section 2.04 Effect of Termination.

Upon the withdrawal, termination or expulsion of a Member, the membership of such Member shall terminate. Termination of a membership shall not release any Member or the Member's heirs, administrators, executors, successors or assigns from any debts or other obligations due the Cooperative. Upon a Member's withdrawal, termination or expulsion, the Cooperative, after deducting any amounts due the Cooperative, shall return any security deposits paid by the Member and held by the Cooperative.

Article III

Meetings of Members

Section 3.01 Annual Meeting of Members.

The annual meeting of the Members shall be held during the fourth quarter of each calendar year at a time and place designated by the Board of Directors in the notice of the meeting; provided that failure to hold the annual meeting shall not affect otherwise valid corporate acts. The annual meeting shall be for the purpose of electing Directors (or reporting on the election of Directors), receiving reports covering the previous fiscal year and transacting such other business as may properly come before the meeting.

Section 3.02 Special Meetings of Members.

(a) Special meetings of Members may be called by the Board of Directors, the President, or upon written request signed by at least ten percent (10%) of the then-total Members of the Cooperative and submitted to the Secretary of the Cooperative. Any written request of the Members shall (1) describe the purpose of the special meeting of Members; and (2) contain the Members' dated signatures and printed names and addresses. Upon submission of a complete and valid written request of the Members to the Secretary of the Cooperative, it shall be the duty of the Secretary to promptly cause notice of such meeting to be given to the Members in accordance with Section 3.03.

(b) Special meetings of the Members shall be held at the time and at such place as designated by the Board of Directors; provided that a special meeting of the Members shall be held on a date not sooner than forty (40) and not more than one hundred (100) days after (1) the Board of Directors or the President call for such meeting or (2) the submission of a complete and valid written request of the Members.

Section 3.03 Notice of Meetings of Members.

(a) Written notice stating the place, the day and the hour of a meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided not less than ten (10) nor more than sixty (60) calendar days before the date of the meeting by any reasonable means, by or at the direction of the President. Reasonable means for providing such notice shall include, but not be limited to, United States mail, email, telecopier and personal delivery. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with adequate prepaid first class postage thereon addressed to the Member at its address as it appears on the record books of the Cooperative.

(b) Notice of any meeting of Members need not be given to any Member who signs a waiver of notice, either before or after the meeting. The incidental and non-intended failure of any Member to receive notice shall not invalidate any action which may be taken by the Members at any such meeting, and a Member's attendance at a meeting shall constitute waiver of (i) objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) consideration of a particular matter at the meeting, unless the Member objects to consideration of the particular matter when it is presented.

Section 3.04 Record Date.

If a record date is not otherwise fixed by the Board of Directors, the date on which notice of a meeting of Members is sent to all Members shall be the record date for the determination of Members entitled to vote at the meeting or, if such notice is not sent to all Members on the same date, the date ten (10) days prior to the meeting shall be the record date.

Section 3.05 Quorum for Meetings of Members; Adjournment.

The number of Members (or persons who represent Members in accordance with Section 3.08) present at any meeting of the Members shall constitute a quorum. Members may vote by proxy at any meeting, and such proxies shall be counted in determining the presence of a quorum. A majority of those Members present may adjourn the meeting from time to time, whether or not a quorum is present.

Section 3.06 Adjournments.

Any meeting of the Members may be adjourned by a majority of the Members present, whether or not quorum is present. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 3.07 Voting; Member Action.

Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Members. If a quorum is present at a meeting, the affirmative majority vote of the Members represented at the meeting shall be the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 3.08 Member Representative.

(a) If a Member is other than a natural person, an officer, director, or senior management-level staff member who casts a vote on behalf of that Member shall be presumed to have been duly authorized to act as the Member's representative and to vote on behalf of such Member, absent written notice to the contrary from the Member's board of directors or other governing body or unless determined otherwise by the Credentials and Election Committee. If two or more persons claim the right to vote on behalf of a Member, the Credentials and Election Committee shall have the authority to select one of such persons as the Member's representative, and such person shall be conclusively presumed to be authorized to vote on such Member's behalf.

(b) Alternatively, any Member that is not a natural person may be represented by an individual duly authorized by the Member's board of directors or other governing body having the right to authorize the representation. Such authorization shall be in writing and filed with the Secretary prior to such representative being eligible to vote.

(c) Each Member that is not a natural person is responsible for selecting that Member's representative, and if the representative is not an officer or director of the Member, for notifying the Secretary in writing of such selection pursuant to Section 3.08(b). Such persons shall continue to serve until they have been replaced by a qualified successor, resigned,

become incapacitated or been removed. A Member that is not a natural person may change its representative at any time by appropriate action; however, any change with respect to an authorization pursuant to Section 3.08(b) shall not become effective until written notification of such change has been received by the Secretary.

Section 3.09 Proxies.

At all meetings of Members, a Member may vote by proxy executed in writing by the Member on such form of proxy as approved and provided by the Board of Directors. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be voted at any meeting of the Members unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. No Member shall vote by proxy for more than five (5) members at any meeting of the members. No proxy shall be valid after sixty (60) days from the date of its execution. The presence of a Member at a meeting of the Members shall revoke a proxy theretofore executed by such Member and such Member shall be entitled to vote at such meeting in the same manner and with the same effect as if such Member he had not executed a proxy.

Section 3.10 Action by Members Without a Meeting.

Any action required or permitted to be taken at a meeting of the Members may be taken by written ballot without a meeting as provided in Section 14-3-708 of the Georgia Nonprofit Corporation Code.

Section 3.11 Rules for Debate, Statements or Questions.

A Member gaining the floor at any meeting of the Members may debate, make a statement or pose questions or otherwise command the time of Members for up to five (5) minutes; provided that longer periods shall be permitted if such Member has presented written notice of the subject matter to be addressed to the Cooperative's Secretary not later than fifteen (15) days preceding the meeting at which the Member seeks to address such issues. Any time limitation may be waived by the person presiding over the meeting of the Members or by a majority vote of the Members present and voting.

Section 3.12 Order of Business.

The Board of Directors shall determine the agenda and order of business for all meetings of the Members.

Section 3.13 Credentials and Elections Committee.

(a) The Board of Directors shall annually appoint a Credentials and Elections Committee with the responsibilities and authority set forth in this Section not later than June 1 of each year. The Credentials and Elections Committee shall consist of an uneven number of Members and consist of not less than five (5) nor more than nine (9) persons. Credentials and Elections Committee members shall not be Cooperative employees, Directors or candidates for Director or Close Relatives or members of the same household as any of the foregoing persons. "Close Relatives" shall mean persons who, by blood or marriage, including half, foster, step and adoptive kin, are either spouses, children, grandchildren, parents, siblings, grandparents, aunts, uncles, nephews or nieces of the person under consideration.

(b) In appointing the Credentials and Elections Committee, the Board may consider the equitable representation of the geographic areas served by the Cooperative. The Credentials and Elections Committee shall appoint its own chairman and secretary.

(c) The Credentials and Elections Committee shall have the authority and responsibility:

(i) To oversee and approve the form and content of the ballots for election of Directors and the systems and procedures for distributing, mailing, returning, collecting, verifying and counting same;

(ii) To rule upon all questions that may arise relating to Member voting and the election of Directors, including, without limitation:

(A) ruling upon any dispute or question concerning the eligibility of any individual who presents themselves at a meeting of the Members to vote as a Member or to vote on behalf of a Member that is not a natural person;

(B) ruling upon the eligibility of candidates to be nominated and to serve on the Board of Directors;

(C) ruling upon any dispute or question concerning the validity of petitions of nomination;

(D) ruling upon the effect of any ballots or votes irregularly marked or cast;

(E) passing upon all questions that may arise with respect to the registration of Members;

(F) counting all ballots or other votes cast in any election or in any other matter; and

(G) Ruling upon any issues relating to the use of proxies.

(d) The Cooperative shall make available to the Credentials and Elections Committee the advice of counsel and the services of accountants, clerical staff and such members of the Cooperative staff as the Credentials and Elections Committee may reasonably require to fulfill its duties.

(e) The Credentials and Elections Committee shall serve as arbitrators of and rule upon any protest or objection related to the matters over which it has authority and responsibility pursuant to Section 3.13(c). To be considered by the Credentials and Elections Committee, any such protest must be in writing, signed by one or more Members ("Protestor(s)"), and filed with the chairman or secretary of the Credentials and Elections Committee or their designee(s) not later than 5:00 p.m., on the seventh (7th) day following (i) the adjournment of the meeting in which the voting is conducted; or (ii) the event giving rise to the protest or objection, if such event did not occur at a meeting of the Members. The Credentials and Elections Committee shall be reconvened, after the chairman's notice to all affected

candidates. The Credentials and Elections Committee shall hear such evidence as is presented by the Protestor(s) and any affected candidate, all of whom may be heard in person, by counsel, or both. The Credentials and Elections Committee shall, within thirty (30) days after such hearing, render its decision. The Credentials and Elections Committee shall act by majority vote and may not act on any matter unless a majority of the members of the Credentials and Elections Committee are present at a meeting. The Credentials and Elections Committee's arbitration decision on all matters covered by this Section shall be final.

Section 3.14 Rules of Order.

Parliamentary procedures at any meeting of the Members shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise controlled by law, the Articles of Incorporation or these Bylaws. Any failure to conduct the meeting in compliance therewith, however, shall not render invalid any action taken at the meeting unless objection citing such failure is made at the time such action is taken.

Article IV Directors

Section 4.01 General Powers of Board of Directors.

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

Section 4.02 Term of Directors.

Each Director shall serve for a term ending on the date of the third annual meeting of the Members following the annual meeting at which such Director is elected; provided, however, that in connection with the first elections of Directors pursuant to this Article IV held after the date these Bylaws become effective, shorter terms for any Director may be specified for the purpose of providing staggered terms for the Directors. Each Director shall serve until his successor is elected or appointed and qualified or until his earlier death, resignation or removal.

Section 4.03 Number of Directors.

The Board of Directors of the Cooperative shall consist of (a) five Member Directors; and (b) up to four Outside Directors. The Member Directors and Outside Directors shall be referred to collectively as the "Directors." The Members may change the number of Outside Directors by majority vote at any meeting of Members where such purpose is included in the written notice of the meeting; provided that no reduction in the size of the Board shall operate to shorten the term of any incumbent Director.

Section 4.04 Qualifications of Directors.

To be eligible to be a nominee for Member Director, or to become or remain a Member Director, a person must: (i) be a Member in good standing of the Cooperative; or (ii) be an officer, director, or senior management-level staff member of a Member in good standing of

the Cooperative. An Outside Director shall have experience in one or more matters pertinent to the Cooperative's business, including, without limitation, operations, marketing, finance or legal matters. No Outside Director may be a current or former officer of the Cooperative, a current employee of the Cooperative, a former employee of the Cooperative who is receiving compensation for prior services (other than benefits under a tax-qualified retirement plan). In addition, no person receiving any remuneration from the Cooperative in any capacity other than as an Outside Director, either directly or indirectly and whether in the form of payment for any good or service or otherwise, shall be qualified to serve as an Outside Director.

Section 4.05 Nomination of Directors.

(a) The Board of Directors shall annually appoint a Nominating Committee with the responsibilities and authority set forth in this Section not later than June of each year. The Nominating Committee shall consist of an uneven number of Members and shall have not less than five (5) nor more than nine (9) members. Nominating Committee members shall not be Cooperative employees, Directors or candidates for Director or Close Relatives or members of the same household as any of the foregoing persons.

(b) In appointing the Nominating Committee, the Board may consider the equitable representation of the geographic areas served by the Cooperative. The Nominating Committee shall appoint its own chairman and secretary.

(c) A majority of the members of the Nominating Committee shall constitute a quorum for any meeting of the Nominating Committee. If a quorum is present at a meeting, the affirmative majority vote of the members of the Nominating Committee present at such meeting shall be the act of the Nominating Committee.

(d) At least ninety (90) days before the meeting of the Members at which Director elections will be held, the Nominating Committee shall nominate one (1) candidate for each Director position for which an election will be held at the meeting. Promptly after nominating candidates, the Nominating Committee shall prepare and post at the principal office of the Cooperative and post on the Cooperative's website a list of nominations for Directors to be elected.

(e) Any five (5) or more Members of the Cooperative, acting together, may make additional nominations by submitting a written petition to the Secretary not less than forty-five (45) days prior to the meeting at which Director elections will be held. The written petition shall: (1) list on each page the name of the Member to be nominated; (2) indicate on each page the director position (by naming the incumbent Director) for which the Member so nominated will run; and (c) contain the printed names, addresses, telephone numbers and original dated signatures of the Members. Petitions must be signed by Members who are natural persons or by persons authorized to sign on behalf of Members that are not natural persons pursuant to Section 3.08. Proxies shall not be counted for purposes of determining whether a petition has the required number of Member signatures.

(f) The Secretary shall mail to the Members with the notice of the meeting of the Members, or separately, but at least five (5) days prior to the date of the meeting, a statement of the names of all nominees for the election, showing clearly those nominated by the

Nominating Committee and those nominated by petition, if any. Such statement shall also be posted on the Cooperative's website.

(g) At the meeting of the Members, no nominations may be made from the floor except that such nominations may be made and shall be allowed for any Director position to be filled for which there would not otherwise be an eligible nominee. Notwithstanding the provisions contained in this Section, failure to comply with any of such provisions shall not affect in any manner whatsoever the validity of any action taken by the Board of Directors after the election of Directors.

Section 4.06 Election of Directors.

At each annual meeting of the Members, the Members shall vote to elect Directors to fill the seats for those Directors whose terms are expiring at such annual meeting. Voting for election of Directors shall be by secret ballot; provided, however, that when a nominee has no opposition, secret ballots shall be dispensed with in respect to that particular election, and voting may be conducted at the annual meeting by voice vote or in any other proper manner. Directors shall be elected by the majority vote of the valid votes cast. Should no candidate receive the requisite majority vote, the winner shall be chosen by additional secret ballots between the two candidates receiving the highest number of votes in the prior balloting.

Section 4.07 Filling Vacancies on Board of Directors.

Vacancies occurring among the incumbent Directors may be filled temporarily by the Board of Directors at its next meeting held thirty (30) days or more after the occurrence of the vacancy. Any Director so appointed shall serve until the next annual meeting of the Members or any special meeting of the Members called for the purpose of filling such position. At such annual or special meeting of the Members, the procedures for nomination and election of Directors in Sections 4.05 and 4.06 of this Article shall be followed when filling the position.

Section 4.08 Removal of Directors.

(a) The Board may remove a Director from office by the affirmative vote of at least two-thirds of the unaffected Directors when there exists neglect or breach of duty on the part of such Director which is or may be injurious to the Cooperative.

(b) The Members may remove a Director from office by the affirmative vote of at least a majority of the Members present at any meeting of the Members where notice of the proposed action is included in the written notice of the meeting.

(c) If any Director ceases to be qualified to hold such position, he shall immediately be deemed to be removed as a Director of the Cooperative and the vacancy so created shall be filled in the manner set forth in Section 4.07.

Section 4.09 Compensation of Directors.

The compensation of the Directors shall be fixed by the Board of Directors from time to time. Directors also shall be reimbursed for expenses actually and necessarily incurred by them in the performance of their duties.

Section 4.10 Power of Directors to Adopt Policies, Rules and Regulations.

The Board of Directors shall have the power to make, adopt, amend, abolish and promulgate such rate schedules, rate classifications, contracts, security deposits, policies, rules and regulations for the management, administration and regulation of the business and affairs of the Cooperative as the Board may deem advisable, provided that they are not inconsistent with law, the Articles of Incorporation or these Bylaws.

Section 4.11 Power to Appoint Committees.

The Chairman of the Board may establish (and abolish) committees comprised of Directors and others. Such committees shall not have any of the powers of the Board of Directors, and shall perform such functions as are assigned specifically to them for the purpose of advising or making recommendations to the Board of Directors. When establishing (and abolishing) such committees, the Chairman of the Board shall comply with such policies, rules and regulations, if any, as may from time to time be adopted by the Board of Directors with respect to such committees. A majority of the full Board of Directors may also establish (and abolish) committees of the Board pursuant to Section 14-3-825 of the Georgia Nonprofit Corporation Code.

Section 4.12 Accounting System and Reports.

The Board of Directors shall cause to be established and maintained a complete accounting system of the Cooperative'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 Cooperative's accounts, books and records reflecting financial operations during, and financial conditions 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 Directors

Section 5.01 Regular Meetings of Directors.

A regular meeting of the Board of Directors shall be held quarterly or more often at such time and place as the Board of Directors may designate. Notice of such regular meeting will be provided by the Chairman of the Board in accordance with Section 5.03.

Section 5.02 Special Meetings of Directors.

Special meetings of the Board of Directors may be called by the President, by the Chairman of the Board or upon written request of not less than a majority of the Directors then in office.

Upon such written request the Chairman of the Board shall within five (5) days of the receipt of such written request call for a special meeting of the Directors and shall provide written notice as provided in Section 5.03.

Section 5.03 Notice of Meetings of Directors.

Notice of the time and place of any regular meeting of the Board of Directors and of the time, place and purpose of any special meeting of the Board of Directors shall be given by or at the direction of the Chairman of the Board.

The notice shall be given to each Director, at least five (5) days prior to the meeting, by

written notice delivered personally or mailed to each Director at their respective last known addresses. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with first-class postage thereon prepaid. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. A Director's attendance at a meeting shall constitute a waiver of required notice to him of the meeting, unless at the beginning of the meeting the Director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.04 Meeting by Communications Equipment.

Unless the majority of the Board agrees otherwise, the members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 5.05 Quorum for Meeting of Directors.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present may adjourn the meeting to another time and place without further notice, whether or not a quorum is present.

Section 5.06 Action of Board of Directors.

Each Director shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Board of Directors. The vote of a majority of Directors present and voting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5.07 Written Consent of Directors.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by (i) at least a majority of Directors, or (ii) if the vote of a greater number of Directors is required to take an action, a number of Directors sufficient to approve such action. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Article VI Officers

Section 6.01 Officers; Qualifications.

The officers of the Cooperative shall be a Chairman of the Board, a President, a Secretary, and a Treasurer. The Chairman of the Board must be a member of the Board of Directors. Any two or more offices may be held by the same person, except that one person may not hold both the offices of Chairman of the Board and President or both the offices of President and Secretary.

Section 6.02 Appointment and Term of Office of Officers.

The Chairman of the Board shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the Members or as soon thereafter as practicable. The Chairman of the Board shall hold office as such until the first meeting of the Board of Directors following the next succeeding annual meeting of the Members and until a successor for such office shall have been elected or appointed and shall have qualified, or until such officer's earlier resignation, removal from office, or death. The President, Secretary and Treasurer shall be appointed by the Board of Directors and shall each hold office until his successor shall have been appointed and shall have qualified or until his earlier resignation, removal from office, or death.

Section 6.03 Removal of Officers.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Cooperative will be served thereby.

Section 6.04 Chairman of the Board.

The Chairman of the Board shall:

- (a) preside at meetings of the Board of Directors; and
- (b) have such other duties and powers as are incident to his office and such other duties and powers as may be prescribed by the Board of Directors from time to time.

Section 6.05 President.

The President shall:

- (a) manage the day-to-day operations and activities of the Cooperative;
- (b) have the power to enter into and execute contracts on behalf of the Cooperative and to sign certificates, contracts or other instruments on behalf of the Cooperative; and
- (c) have such other duties and powers as are incident to his office and such other duties and powers as may be prescribed by the Board of Directors from time to time.

At the determination of the Board of Directors, the President may be designated as Chief Executive Officer of the Cooperative, in which case such designation may be added to the title of the office of President.

Section 6.06 Secretary.

The Secretary shall be responsible for seeing that minutes of all meetings of the Members and the Board of Directors are kept and shall have authority to certify as to the corporate books and records, and shall keep a register of the address of each Member and Director. The Secretary shall perform such other duties and have such other powers as may from time to

time be delegated to him by the President or the Board of Directors.

Section 6.07 Treasurer.

The Treasurer shall oversee the management of the financial affairs of the Cooperative by the staff, and shall perform the other duties incident to the office of Treasurer and have such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6.08 Appointment of Officers and Agents.

The Board of Directors may appoint from time to time one or more Executive or Senior Vice Presidents, Vice Presidents, other officers, assistant officers and agents as the Board of Directors may determine. Each such Executive or Senior Vice President, Vice President, other officer, assistant officer and agent shall perform such duties as the action appointing him provides and, unless the action otherwise provides, shall perform such duties as may from time to time be delegated to him by the President and the duties which are generally performed by the elected officers or assistant officers having the same title.

Section 6.09 Bonds of Officers.

The Board of Directors may require some or all officers and employees of the Cooperative to give bond in such sum and with such surety as the Board of Directors shall determine. The Cooperative shall bear the direct expense of any such bonds required by the Cooperative.

Section 6.10 Compensation of Officers.

The compensation of all officers shall be determined by the Board of Directors.

**Article VII
Cooperative Operation**

Section 7.01 Interest or Dividends on Capital Prohibited.

The Cooperative shall at all times be operated on a cooperative basis for the mutual benefit of its Members. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by Members.

Section 7.02 Patronage Capital in Connection With Furnishing Telecommunications Services.

In the furnishing of telecommunications services, the Cooperative's operation shall be so conducted that all Members will through their patronage furnish capital for the Cooperative. The Cooperative is obligated to account on a patronage basis to all Members for all amounts received and receivable from the furnishing of telecommunications services in excess of operating costs and expenses properly chargeable against the furnishing of telecommunications services. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by Members as capital.

Section 7.03 Patronage Capital – Accounts.

The Cooperative is obligated to credit to one or more capital accounts for each Member all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the

amount of capital, if any, so furnished by each Member is clearly reflected and credited in an appropriate record to one or more capital accounts for each Member, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each Member of the amount of capital so credited to its account or accounts. Notwithstanding any other provision of these Bylaws to the contrary, the Board of Directors, at its discretion, may allocate capital credits for an individual Member or class of members based upon rates and costs-of-service for that Member or that class of members.

Section 7.04 Patronage Capital – Status.

All amounts credited to a capital account of any Member shall have the same status as though they had been paid to the Member in cash in pursuance of a legal obligation to do so and the Member had then furnished the Cooperative corresponding amounts for capital.

Section 7.05 Other Patronage Capital – Allocation.

All other amounts received by the Cooperative from its operations in excess of costs and expenses shall, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent not needed for that purpose, allocated to the Members on a patronage basis and any amounts so allocated shall be a part of the capital credited to an appropriate account for each Member, or if determined by the Board of Directors, designated as permanent, non-allocated capital

Section 7.06 Patronage Capital – Dissolution.

In the event of dissolution or liquidation of the Cooperative, to the extent that sufficient assets are available:

- (a) All debts and liabilities of the Cooperative shall be paid; then
- (b) All capital furnished through patronage shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members; provided that insofar as gains may at that time be realized from the sale of any appreciated asset, such gains shall be distributed to all persons who were Members during the period such asset was owned by the Cooperative in proportion to the amount of business done by such Members during that period insofar as practicable, as determined by the Board of Directors, before any payments are made on account of property rights of members.

Any remaining property and assets of the Cooperative shall, to the extent practicable as determined by the Board of Directors, be distributed without priority but on a patronage basis among all persons and Entities who are or have been Members of the Cooperative for any period during its existence.

Section 7.07 Patronage Capital – Distribution Before Dissolution.

If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired thereby, capital then credited to Members' accounts and the accounts of former Members may be retired in full or in part. Any such retirements of capital from a particular type account shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Cooperative being first retired.

Section 7.08 Patronage Capital – Assignment.

Capital credited to the accounts of Members shall be assignable only on the books of the Cooperative to a transferee of a Member's membership, pursuant to written instruction from the Member and then only upon satisfaction of all requirements for a transfer of membership established by or pursuant to these Bylaws.

Section 7.09 Cooperative's Security Interest and Right to Set-Off.

Notwithstanding any other provision of these Bylaws, all amounts credited to the capital account of any Member pursuant to this Article, and any other sums held by the Cooperative which are payable or may become payable to such Member, and all payments or other distributions thereof, shall be held by Cooperative subject to a security interest in favor of Cooperative therein to secure the payment of all debts of such Member to the Cooperative, whether for telecommunications service or otherwise, and may be set off against such debts at the time such debts or distributions would become payable to such Member by the Cooperative.

Section 7.10 Accounting System and Reports.

The Board of Directors shall cause to be established and maintained a complete accounting system which shall conform to applicable law and to the requirements of the Cooperative's lenders. After the close of each fiscal year, the Board of Directors shall also cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year. A report on the audit for the fiscal year immediately preceding each annual meeting of Members shall be submitted to the Members at such annual meeting.

Article VIII**Indemnification and Insurance****Section 8.01 Indemnification.**

The Cooperative shall indemnify each person who is or was a Director, or who is or was an officer, employee or agent of the Cooperative (including the heirs, executors, administrators or estate of such person) or who while a Director, officer, employee or agent of the Cooperative, is or was serving at the request of the Cooperative as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the full extent and to the same extent indemnification of Directors is permitted under the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia. If any such indemnification is requested pursuant to said Code or laws, the Board of Directors shall cause a determination to be made (unless a court has ordered the indemnification) in one of the manners prescribed in said Code or laws as to whether indemnification of the party requesting indemnification is proper in the circumstances because he has met the applicable standard of conduct set forth in said Code or laws. Upon any such determination that such indemnification is proper, the Cooperative shall make indemnification payments of liability, cost, payment or expense asserted against or paid or incurred by, him in his capacity as such a director, officer, employee or agent to the maximum extent permitted by said Code or laws. The indemnification obligation of the Cooperative set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled under any other bylaw

provision or resolution approved by the Members not inconsistent with said Code or laws.

Section 8.02 Insurance.

The Cooperative may purchase and maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the Cooperative (including the heirs, executors, administrators or estate of any such person) against any liability, cost, payment or expense described in Section 8.01, whether or not the Cooperative would have the power to indemnify such person against such liability.

Article IX Seal

The seal of the Cooperative shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the words “Corporate Seal” or the word “Seal” accompanying the signature of an officer signing for and on behalf of the Cooperative shall be the seal of the Cooperative.

Article X Amendment

Section 10.01 Amendment by Directors or Members.

The provisions of these Bylaws may be amended by either the affirmative vote of a majority of the Directors serving at the time of the Directors’ adoption of the amendment or a majority of the Members present and entitled to vote at a regular or special meeting of the Members; provided, however, that the provisions of Article IV and this Article X may only be amended by the Members.

Section 10.02 Sponsorship of Bylaw Amendments.

The Board of Directors may sponsor or propose Bylaw amendments. Unless waived by the Board of Directors, a Bylaw amendment sponsored or proposed by Members must be:

- (a) sponsored and accompanied by a dated petition containing the printed names, addresses and original dated signatures for at least twenty-five (25) Members entitled to vote on the Bylaw amendment;
- (b) delivered to and received by the Cooperative’s Secretary at least one hundred twenty (120) business days prior to the Member meeting at which the Members will consider the proposed Bylaw Amendment; and
- (c) reviewed by the Board and determined by the Board to be in proper form, lawful, coherent and consistent with other provisions of the Bylaws and not altered or modified after delivery to the Cooperative.

Section 10.03 Notice of Bylaw Amendments.

Notice to Members or Directors of any Member meeting or Board meeting, respectively, at which a proposed Bylaw amendment will be considered must:

(a) state that one of the purposes of the Member meeting or Board meeting, as the case may be, is to consider the proposed Bylaw amendment; and

(b) contain or be accompanied by a copy or summary of the proposed Bylaw amendment.

Nothing in this Section shall be construed as to require notice to Members of a Board meeting at which a proposed Bylaw amendment will be considered.

Section 10.04 Further Amendments.

A proposed Bylaw amendment may not be further amended at a Board or Member meeting unless the amendment offered at the meeting is germane to the proposed Bylaw amendment as described in the notice for the meeting.

Section 10.05 Effective Date.

Unless otherwise clearly stated in the resolution adopting the Bylaw amendment, approved Bylaw amendments shall become effective immediately after approval.