

**GEORGIA COMMUNICATIONS CORPORATION, INC.**

**DBA NGN CONNECT**

**BYLAWS**

**As Adopted  
November 29, 2017**

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## **Article I Purpose and Status**

### **Section 1.01 Purpose.**

Georgia Communications Corporation, Inc. DBA NGN Connect (the “Corporation”) is organized exclusively as a nonprofit corporation promoting social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code. To the extent consistent with such purpose, the specific purpose of the Corporation is to provide access to a regional fiber optic network and to facilitate the provision of reliable and affordable broadband and telecommunication services for users such as individual consumers, public educational institutions, governments and their associated public safety agencies, healthcare providers, and other anchor institutions. Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

### **Section 1.02 Status.**

This Corporation is a nonprofit corporation and is not organized for the private gain of any person or entity. It is organized under the Georgia Nonprofit Corporation Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, officers, directors, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes in accordance with its status as a nonprofit corporation.

## **Article II Directors**

### **Section 2.01 General Powers of Board of Directors.**

The business and affairs of the Corporation shall be managed by a Board of Directors of the Corporation, which shall be elected as provided herein. The Board of Directors shall exercise all of the powers of the Corporation.

### **Section 2.02 Term of Directors.**

Each Director shall serve for a term ending on the date of the third anniversary such Director is elected. Each Director shall serve until his successor is elected or appointed and qualified or until his earlier death, resignation or removal.

### **Section 2.03 Number of Directors.**

The Board of Directors of the Corporation shall consist of an uneven number of Directors and shall have not less than five (5) nor more than nine (9) Directors. The Directors serving on the Board as of the date these Bylaws become effective shall continue to serve as Directors, with each Director serving for the term for which such Director was elected.

### **Section 2.04 Election of Directors.**

Vacancies occurring among the Directors upon the expiration of the term of a Director shall be filled by the Board of Directors at its next meeting held after the occurrence of the vacancy.

**Section 2.05 Filling Vacancies on Board of Directors.**

Vacancies occurring among the incumbent Directors except upon the expiration of a Director's term may be filled by the Board of Directors at its next meeting held after the occurrence of the vacancy. Any Director so appointed shall serve until the expiration of the term of such incumbent Director.

**Section 2.06 Removal of Directors.**

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 Corporation.

**Section 2.07 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 2.08 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 Corporation as the Board may deem advisable, provided that they are not inconsistent with law, the Articles of Incorporation or these Bylaws.

**Section 2.09 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 2.10 Accounting System and Reports.**

The Board of Directors shall cause to be established and maintained a complete accounting system of the Corporation'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 Corporation's accounts, books and records reflecting financial operations during, and financial conditions as of the end of, such year. The Board may authorize special audits, complete or partial, at any time and for any specified period of time.

**Article III  
Meetings of Directors**

**Section 3.01 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 3.03.

**Section 3.02 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 3.03.

**Section 3.03 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 his last known address. 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 actions taken at the meeting.

**Section 3.04 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 3.05 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 3.06 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 3.07 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 IV Officers**

### **Section 4.01 Officers; Qualifications.**

The officers of the Corporation 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 4.02 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 January 1 of each year. The Chairman of the Board shall hold office as such until the first meeting of the Board of Directors following the next January 1<sup>st</sup>, 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 4.03 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 Corporation will be served thereby.

### **Section 4.04 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 4.05 President.**

The President shall:

- (a) manage the day-to-day operations and activities of the Corporation;
- (b) have the power to enter into and execute contracts on behalf of the Corporation and to sign certificates, contracts or other instruments on behalf of the Corporation; 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 Corporation, in which case such designation may be added to the title

of the office of President.

**Section 4.06 Secretary.**

The Secretary shall be responsible for seeing that minutes of all meetings 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 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 4.07 Treasurer.**

The Treasurer shall oversee the management of the financial affairs of the Corporation 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 4.08 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 4.09 Bonds of Officers.**

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

**Section 4.10 Compensation of Officers.**

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

**Article V  
Indemnification and Insurance**

**Section 5.01 Indemnification.**

The Corporation shall indemnify each person who is or was a Director, or who is or was an officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) or who while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation 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 Corporation 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 Corporation 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 of Directors not inconsistent with said Code or laws.

**Section 5.02 Insurance.**

The Corporation may purchase and maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of any such person) against any liability, cost, payment or expense described in Section 5.01, whether or not the Corporation would have the power to indemnify such person against such liability.

**Article VI  
Return of Patronage Capital**

Prior to the effective date of these Bylaws, the Corporation operated on a cooperative basis and received capital from its members furnished through their patronage and accounted for on a patronage basis. The Corporation has agreed to return such patronage capital to such members. The Corporation shall determine the amounts due to such members based on the Corporation's records of the capital accounts maintained for such members. The Board of Directors shall determine the timing of such patronage capital payments to former members in its sole discretion, and may elect to have the Corporation make annual payments of such amounts over such period and in such payment amounts as determined by the Board of Directors.

**Article VII  
Seal**

The seal of the Corporation 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 Corporation shall be the seal of the Corporation.

**Article VIII  
Amendment**

**Section 8.01 Amendment by Directors.**

The provisions of these Bylaws may be amended by the affirmative vote of a majority of the Directors serving at the time of the Directors' adoption of the amendment.

**Section 8.02 Notice of Bylaw Amendments.**

Notice to Directors at which a proposed Bylaw amendment will be considered must:

- (a) state that one of the purposes of the Board Meeting, is to consider the proposed Bylaw amendment; and

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

**Section 8.03 Further Amendments.**

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

**Section 8.04 Effective Date.**

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