



Proposed MiCTA By-Laws

To be voted on at the 2009 MiCTA Member Annual Mtg. in Atlanta, GA

Article I: Name

The name of the Corporation is MiCTA. The Corporation is a non-profit association of colleges, universities, K-12 school districts and consolidated school districts, not-for-profit healthcare providers, libraries, churches, governmental institutions, and other non-profit entities.

Article II: Purpose

The Corporation is organized for the purpose of identifying and resolving common telecommunications issues and problems; providing a clearinghouse of information relative to telecommunications; gaining information on new telecommunications products and services; improving the level of competency and enhancing the professional status of the member representatives; influencing the development of telecommunications services to members at reduced costs and improved quality; participating in governmental and regulatory proceedings affecting telecommunications issues; otherwise promoting the common telecommunications interests of the membership; and conducting any and all activities necessary or incidental to the foregoing purposes. The word telecommunications, as used throughout these Bylaws, is defined to include voice, data and video.

Article III: Members

Section 1. Members.

The corporation is organized on a membership basis. Membership shall consist of Public and Private non-profit colleges and universities, governmental and non-profit organizations comprised of K-12 school districts, non-profit healthcare providers, libraries, churches, governmental institutions, and other non-profit entities who are members in good standing as determined by the Board.

Section 2. Application for Membership.

Any entity interested in becoming a member of the corporation shall submit an application, which shall indicate the organization(s) to be represented, the designated representatives, the designated voting representatives, if applicable, and the membership application fee to the Treasurer. The Treasurer is empowered to approve membership applications and assign the member to a member classification. If the Treasurer needs assistance in evaluating or approving a membership application, or assigning the member to a membership classification, he or she shall seek assistance from the Membership Committee. The decision of the Membership Committee shall be submitted to the Board of Directors for final review and approval in all such circumstances.

Section 3. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, or suspend or expel any member who shall be in default in the payment of dues for the periods so fixed.

Section 4. Resignation.

Any member may resign by notification to the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement.

On written request signed by a former member and filed with the Treasurer, the Board of Directors, by the majority of the Members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

Section 7. Voting Representative.

Each member entity shall appoint one representative, hereafter known as a "Voting Representative", who shall act as representative of that member entity in all MiCTA meetings. "Voting Representatives" must be current employees, or retirees of the member entity. A Voting Representative may designate in writing a proxy for a meeting if the proxy is also a current employee or retiree of the member entity. A person can only be a Voting Representative for one member entity at a time. Any question of the status of a Voting Representative or proxy shall be decided by the Board of Directors in closed special session prior to the meeting.

Article IV: MiCTA Associates

MiCTA Associates can be individuals, businesses, corporations, or associations, including without limitation technological companies, carriers, or vendors of technological equipment or services, or other services who apply and are accepted as MiCTA Associates. MiCTA Associates are invited to attend certain activities, but have no voting or participatory rights. Prospective MiCTA Associates must submit an application with applicable fees to the Treasurer. If the Treasurer has any questions about the eligibility of the prospective associate, he shall submit the matter to the Membership Committee for its review and recommendation to the Board of Directors for final approval.

Article V: Member Meetings

Section 1. Regular Meetings.

Regular meetings for the members of MiCTA shall be held one (1) time a year, it shall be designated the annual meeting, or as otherwise specified by the President, and upon due notification of members by the Vice-President and the Executive Secretary.

Section 2. Special Meetings.

Special meetings may be called by the President and notice of such meetings should state the purpose or purposes of the special meeting.

Section 3. Quorum.

A quorum shall consist of those Voting Representative present at a regularly scheduled meeting.

Section 4. Rules of Order.

Meetings shall generally follow Roberts Rules of Order.

Article VI: Board of Directors

Section 1. General Powers.

The affairs and all general policies of the corporation shall be managed by its Board of Directors.

Section 2. Specific Duties.

The Board shall be specifically responsible for:

- A. Approving disbursement of MiCTA funds over \$10,000.00.
- B. Approving of membership fees
- C. Approving vendor contracts
- D. Filling Officer and Board member vacancies by majority vote of the Board (such appointees to serve until the next annual election).
- E. Approving of all procedures/standards governing membership applications and acceptance.
- F. Approving any legal actions
- G. Directing MiCTA participation in any governmental or regulatory proceedings.
- H. Approving hiring of permanent full-time staff, staff salaries, permanent full-time staff positions and descriptions, and the MiCTA Operating Manual

Section 3. Number, Tenure and Qualifications.

The number of directors shall be up to twelve (12). Directors shall be elected at the annual meeting of members and the term of office of each director shall be two years or until his or her successor has been qualified and elected. The director's positions shall be designated President, Vice President, Executive Secretary, Treasurer, and At-Large. The outgoing President shall serve as an

Ex-Officio Director. Candidates for the Board shall be selected from the roster of Voting Representatives who represent a member in good standing, or from the current board. The President must be elected from the Voting Representatives on the current board with 1 term of experience.

The ballot will consist of candidates for all officer and director positions. The election will be held at the annual meeting. Voting Representatives present are allowed to vote. The Board will create the ballot.

Section 4. Regular Meetings.

Regular meetings of the Board of Directors shall be held from time to time as necessary at the principal offices of the corporation, or other locations as determined by the Board, but it shall meet at least six (6) times a year. Attendance at these meetings can in person or by electronic means.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called at the request of the President or any other two directors.

Section 6. Notice of any Special Meetings.

Notice of any special meetings shall be given at least three days prior thereto, and shall include information associated with time, location, and subject matter.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any ties will be broken by the President.

Section 9. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled in its discretion by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 10. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a uniform fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director, including the President, from serving the corporation in any other capacity and receiving compensation therefore, provided such service and compensation is reviewed and specifically authorized at least annually by the Board.

Section 11. Teleconference or Video Conference.

Members of the board may participate in a meeting by means of conference telephone, video conference or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Voting may occur in person or electronically.

Section 12. Rules of Order.

All meetings of the Board of Directors shall generally follow Roberts Rules of Order.

Section 13. Conflicts of Interest.

Members or Voting Representatives shall not engage in any dealings on behalf of themselves and or relatives or use MiCTA or MiCTA's actions or non-actions as a means of supporting or adding weight to their own individual requests. No Member or Voting Representative shall be permitted to exploit its MiCTA membership for personal advantage or financial gain. Any Member or Voting Representative shall disclose any conflicts of interest and should not participate in the MiCTA activities where such a conflict is present. No Member or Voting Representative or relative shall have a personal financial interest in MiCTA activities or decisions, except such as are specifically disclosed to the Board, which may waive the conflict or financial interest if official action is taken to do so and recorded in the minutes of the meeting where such action is taken. This section shall not be construed to preclude compensation to be paid to the president as approved by the Board or the uniform fee and expenses paid to directors for attendance at meetings referenced in Article VI, Section 10.

Article VII: Officers

Section 1. Officers.

The officers of the corporation shall be a President or Vice President, an Executive Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Term of Office.

The officers of the corporation shall be elected every two years at the regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years or until his or her successor has been duly elected and qualifies.

Section 3. Removal.

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties.

The several officers shall have such power and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors or as specified herein. Each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

- A. The President. The President shall be the chief executive officer of the Corporation and will have general and active management of the activities of MiCTA. The President shall preside over all MiCTA meetings. He/she shall appoint the Chairperson and approve the membership of all standing and temporary committees. The President shall have the authority to direct the Treasurer to disburse MiCTA funds up to \$10,000.00. The President may initially retain as needed part-time, temporary contractors, consultants, or independent contractors (so called "1099s") subject to the President's \$10,000 spending authority, provided such actions are reported to the Board within 30 days.
- B. The Vice-President. The Vice-President shall preside at meetings if the President is unable to attend, and perform such other duties as assigned.
- C. The Executive Secretary. The Executive Secretary shall be responsible for recording the minutes of all meetings, posting such on the website, and otherwise making copies of such available to all member institutions, and keeping track of Voting Representative for each member.
- D. The Treasurer. The Treasurer shall oversee the financial activities of MiCTA. The Treasurer shall collect, hold, and disburse MiCTA's funds under the direction of the President. The Treasurer shall give an accounting of all receipts and disbursements at each meeting. If a member cannot attend a meeting that they have registered for, they must notify the Treasurer by the due date set by the host to avoid forfeiture of the registration fee. If they fail to notify the Treasurer, the Treasurer will collect the regular meeting registration fee from them.
- E. The Ex-Officio. The Ex-Officio is the Outgoing President and shall be responsible for the transition between Boards of Directors.

Article VIII. MiCTA Staff

MiCTA may directly employ staff to carry out its objectives and provide services to members. All permanent full-time positions, salaries, position descriptions and operating manual updates (covering operating policies, procedures, etc.) will be approved by the Board of Directors. Unless otherwise specified in the employee's position description, all employees and independent contractors serve at the will of the MiCTA President. No permanent full-time employee may be hired without a Board approved position description and salary for that position.

Article IX: Committees

The Board of Directors may create or dissolve committees as meets the needs of the organization some of which are described in the following sections:

Section 1. Standing Committee.

- A. Internal Audit Committee. The Internal Audit Committee shall be composed of the Treasurer and two other members of the Board who are not currently serving as President or Chief Operating Officer. The Committee shall see that the company follows generally accepted accounting principles, has periodic outside audits of its financial statements and generally conducts business in a transparent, respectable, and upright manner. The Committee, and any of its individual members as the case may be, are designated to listen to and bring to the attention of the Committee and or Board as appropriate, any allegations or claims or wrong doing made by so-called "whistle-blowers". The Committee shall assure that "whistle-blowers" are not the subject of any retaliation or disadvantage within the company and may withhold their identity if felt necessary to protect them from any reprisal.
- B. Personnel Committee. The personnel committee shall be appointed by the President and shall have a minimum of at least 2 members on the committee. The committee's role is to recommend finalists for employment to the President and the Board. The committee reviews and approves job descriptions for Board approval. The committee annually reviews compensation for all employees and 1099s

Article X: Indemnification

Section 1. Indemnification.

The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not-for-profit, against expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful.

Section 2. Rights to Continue.

This indemnification will continue as to a person who has ceased to be a director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a non-director volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a director, officer, non-director volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

Article XI: Amendments

These Bylaws may be changed or amended at any MiCTA member meeting by at least a two-thirds majority of the Voting Representatives present. The proposed changes and/or amendments shall be conveyed by appropriate means to each Voting Representative at least thirty (30) days prior to the meeting where the voting is scheduled to take place. Conveyance of proposed changes and/or amendments can include USPS mail, e-mail, or FAX.