

REVISED BYLAWS  
OF  
ARIZONA TELECOMMUNICATIONS  
AND INFORMATION COUNCIL

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1. Arizona Office. The corporation shall maintain an office in Maricopa County, Arizona.

SECTION 2. Other Offices. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as the Board of Directors (the "Board") may designate from time to time, and the corporation may transact its business at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be either (i) a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal," the year incorporated, and the state where incorporated or (ii) a circle containing the words "corporate seal."

ARTICLE II

## BOARD OF DIRECTORS

SECTION 1. Powers. Subject to any limitations set forth in the articles of incorporation, these bylaws, or applicable laws, the Board shall manage and control the assets and affairs of the corporation.

SECTION 2. Number and Election of Directors. The whole Board shall comprise not less than eight nor more than thirty-five directors, not including officers. The incumbent directors shall elect their successors at each annual meeting of the Board. The directors so elected shall hold office until the next annual meeting or until their successors are elected. The number of successive terms which a director may serve is unlimited.

SECTION 3. Voting Rights. All directors shall have equal voting rights on all matters to come before the Board.

SECTION 4. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director. The directors so chosen shall hold office until the next annual meeting of the Board or until their successors are elected.

SECTION 5. Annual Meetings. The Board shall meet at least annually for the purpose of organization, the election of directors and officers, and the transaction of other business, and if a quorum of the directors be then present, prior notice of such meeting shall be unnecessary. The directors, by unanimous consent, may change place and time of such meeting.

SECTION 6. Special Meetings. The chairman or the secretary may call special meetings of the Board and must do so on the written request of any director.

SECTION 7. Notice of Meetings. Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least ten days or by telephoning or electronically mailing the same at least two days before the meeting to the usual business or residence address of each of the directors. The Board may hold regular meetings with notice at such time and place as the Board may determine. Any business may be transacted at any Board meeting. At any meeting that every director attends, even though without any notice or waiver thereof, any business may be transacted.

SECTION 8. Waiver of Notice. A director's attendance at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director may waive notice of any annual, regular, or special meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

SECTION 9. Quorum. At all meetings of the Board, thirty-three and one-third percent of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum

shall be the act of the Board, except as may be otherwise specifically provided by Arizona statute, the articles of incorporation, or these bylaws. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to any absent director.

SECTION 10. Action Without a Meeting. Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 11. Place of Meetings. The Board may hold meetings, annual, regular, and special, either within or without the State of Arizona. It may hold such meetings 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 pursuant to this section shall constitute presence in person at such meeting.

SECTION 12. Committees of the Board. The Board, by resolution adopted by a majority of the full Board, may designate from among the members of the Board one or more committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board, except that no such committee may

exercise the Board's authority to (1) fill vacancies on the Board or any committee thereof; (2) adopt, amend, or repeal the bylaws; or (3) fix the compensation of directors. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

SECTION 13. Board Member Affiliation. All Board members shall be speaking/acting as in their individual capacity and not as a representative of their agency/company, unless they so declare in each instance when a formal vote is taken by the Board.

### ARTICLE III

#### MEMBERS

The Corporation shall have no members.

### ARTICLE IV

#### OFFICERS

SECTION 1. Designation of Titles. The officers of the corporation shall be a chairman, a vice-chairman, a secretary, and a treasurer. Unless the articles of incorporation or these bylaws otherwise provide, the same person may hold any number of offices, except the same person may not hold the offices of chairman and secretary. The Board may require any such officer,

agent, or employee to give security for the faithful performance of his/her duties.

SECTION 2. Election, Term of Office, Qualification.

The Board shall elect the officers of the corporation annually. Each officer shall hold office for one year or until his/her successor shall have been duly chosen, until his/her death, or until he/she resigns or is removed in the manner hereinafter provided.

SECTION 3. Subordinate Officers. The Board may appoint such subordinate officers, agents, or employees as the Board may deem necessary or advisable, including one or more additional vice chairmen, one or more assistant treasurers, and one or more assistant secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine. The Board may delegate to any officer or to any committee the power to appoint any such additional officers, agents, or employees. Notwithstanding the foregoing, no assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state, or city government.

SECTION 4. Removal. The Board may remove any officer or agent whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person

removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

SECTION 5. Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 2 and 3 of this Article IV for election or appointment to such office.

SECTION 6. Chairman. The chairman shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. In particular, he/she shall preside at all meetings of the Board, represent the corporation at official functions, initiate contact with other professional organizations, as appropriate, coordinate and delegate responsibility for fund raising efforts, and delegate and coordinate duties to individual Board members and officers, as necessary. He/she may sign, with the secretary or any other proper officer of the corporation authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the Board or these bylaws shall expressly delegate the signing and execution thereof to some other officer or agent of the corporation or where the law requires such deeds, mortgages, bonds, contracts, or other instruments to be otherwise signed or executed. Finally, the chairman shall in general perform all duties incident to the office of chairman and such other duties,

not inconsistent with these bylaws, as the Board may from time to time prescribe.

SECTION 7. Vice-Chairman. The vice-chairman shall have such powers and perform such duties, not inconsistent with these bylaws, as the Board or the chairman may from time to time prescribe. At the request of the chairman, or in case of his/her absence or inability to act, the vice-chairman shall perform the duties of the chairman and when so acting shall have all powers of, and be subject to all the restrictions upon, the chairman.

SECTION 8. Treasurer. The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the corporation and all monies collected from workshops and from miscellaneous activities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such banks and other depositories as may be designated by the Board. The treasurer shall render to the chairman and to the directors at regular meetings of the Board, or whenever the directors may require it, statements of all the corporation's transactions and accounts of the financial condition of the corporation. And in general, he/she shall perform all the duties incident to the office of treasurer and such other duties, not inconsistent with these bylaws, as the Board may from time to time assign to him/her.



SECTION 9. The Secretary. The secretary shall act as secretary of the Board and shall keep the minutes of all meetings of the Board. He/she shall keep an accurate list of Board members and their attendance, give notice of all Board meetings, and distribute minutes to all Board members. He/she shall be custodian of the corporate seal and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by him/her. He/she shall have charge of the books, records, and papers of the corporation relating to its organization as a corporation, shall maintain all historical records of the corporation's activities, and shall see that the reports, statements, and other documents required by law are properly kept or filed. And he/she shall in general perform all the duties incident to the office of secretary and such other duties, not inconsistent with these bylaws, as the Board may from time to time prescribe.

## ARTICLE V

### PARLIAMENTARY RULES

SECTION 1. Protocol to Govern Meetings. The latest edition of Robert's Manual of Parliamentary Rules shall govern the proceedings of all meetings of the members of the Board and any committees formally established by the Board.

SECTION 2. Voting Procedures on Routine Actions.

Motions formally made and seconded will be approved and/or disapproved by a simple majority of the Board members.

SECTION 3. Voting Procedures on Actions Declared by the Chairman to be Contentious.

If, after a canvas of the Board, an action is found to be of such a nature that consensus cannot be reached, the Chairman shall declare that a super-majority must be used to approve and/or disapprove of the proposed action. A super-majority shall be defined as two-thirds of those Board members voting. However, if the total number of members voting on a contentious issue, not including abstentions, is not equal to a quorum as defined in Section 9, then a quorum is deemed not present, and a vote cannot take place.

## ARTICLE VI

## COMPENSATION AND RESIGNATIONS

SECTION 1. Fees and Compensation. No director, officer, or committee member shall receive any compensation for his or her services in that capacity, except for compensation in a reasonable amount for services rendered as determined by the Board and reimbursement for necessary and reasonable out-of-pocket expenses.

SECTION 2. Loans. The corporation shall not lend money to or use its credit to assist its directors, whether or not employees, or officers. Any director or officer who assents to

or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until repaid.

SECTION 3. Resignations. Any director or officer may resign his/her office at any time by giving notice of his/her resignation to the chairman or the secretary of the corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

#### ARTICLE VII

##### FISCAL YEAR

The fiscal year of the corporation shall be as determined by the Board.

#### ARTICLE VIII

##### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as the Board shall, by resolution, from time to time determine.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

#### ARTICLE IX

##### VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the chairman shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the corporation may hold shares, and at any such meeting, he/she may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

#### ARTICLE X

##### PROHIBITION AGAINST SHARING

## IN CORPORATE EARNINGS

No director, officer, employee, member of a committee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes or reimbursement for necessary and reasonable out-of-pocket expenses as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation.

## ARTICLE XI

## EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in section 501(c)(6) of the Code.

## ARTICLE XII

## CONFLICTS OF INTEREST

SECTION 1. Conflict-of-Interest Transactions. No contract or other transactions between the corporation and its directors or officers or between the corporation and any other corporation, firm, association, or entity in which its directors or officers are members, directors, or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the director or officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves, or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if either of the following apply:

(a) The fact of such relationship or interest is disclosed or known to the Board or to the committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors.

(b) The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

SECTION 2. Quorum. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves, or ratifies the contract or transaction.

## ARTICLE XIII

## INDEMNIFICATION

SECTION 1. Indemnification. The corporation shall indemnify its directors, officers, employees, and agents against expenses incurred in actions by third parties or by or in right of the corporation to the full extent permitted by and as provided in section 10-1005(B) of the Arizona Revised Statutes.

SECTION 2. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her, status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this Article XIII of these bylaws.

## ARTICLE XIV

## REPEAL, ALTERATION OR AMENDMENT

The Board, by a majority vote of the full Board, may repeal, alter, or amend these bylaws or adopt substitute bylaws at any time.

The Board of Directors of Arizona Telecommunications and Information Council duly and lawfully revised these bylaws on February 12, 2014.

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Mark Goldstein, Secretary