

**BYLAWS OF THE
SOUTHEAST ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS,
INC. ("SEATOA")**

**A GEORGIA NONPROFIT CORPORATION AND A
REGIONAL CHAPTER OF THE**

**NATIONAL ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS
("NATOA")**

(Approved and adopted as of March 31, 2015)

ARTICLE I

NAME, OFFICE AND PURPOSE OF ASSOCIATION

Section 1. Name and Office

The name of the organization shall be the SouthEast Association of Telecommunications Officers and Advisors, Inc. ("SEATOA") also referred to herein as the "Corporation."

Section 2. Purposes

- A. The purposes for which SEATOA is formed, none of which is for profit, are set forth in the Articles of Incorporation and these Bylaws. All SEATOA purposes or activities shall be in accordance with the laws of Georgia and the scope of purposes and activities authorized by Internal Revenue Code Section 501(c) (4).
- B. SEATOA is a social welfare organization, formerly operated as a North Carolina unincorporated professional association, composed of individuals and organizations serving citizens through city, county and state governments and regional authorities in the states served by SEATOA, which currently include Georgia, North Carolina, South Carolina, and Tennessee, in the development, regulation, and administration of voice, video, data communications, broadband, PEG and information systems services. The purposes of SEATOA are:
 1. Establishing and administering a system for the sharing of information about communications, information, cable and telecommunications issues and activities that impact local communities including those regulated by the local, state or federal government.
 2. Providing education and training for local government officials to enhance

the capacity of local governments to deal with communications, information, cable television, and telecommunications issues.

3. Providing education and training for local and state government officials to improve local governments' administration of cable television and telecommunications franchises and their use of communications, information, and cable systems.
4. Providing technical and other informational assistance to the membership.
5. Researching, representing, and advocating as appropriate for local government needs in the use, development, and regulation of communications, information, cable television and telecommunications systems, in accordance with the policies developed and approved by the membership.
6. Providing a forum for open and balanced discussion and debate of controversial issues.
7. Developing and maintaining a professional code of ethics for the conduct of SEATOA members.
8. Communicating cooperatively with other professional organizations for the overall improvement of communications and information services to the public.
9. Assisting in the development and operation of telecommunications and information networks for local communities.
10. Any other purpose determined by the membership consistent with the Georgia Nonprofit Corporation Code.

ARTICLE II

AFFILIATIONS

SEATOA may, by separate agreement approved by the SEATOA Board of Directors establish and maintain an affiliation with other non-profit and governmental organizations sharing common interests and concerns that in no way compromises the tax exempt status of SEATOA or exposes it to liability.

ARTICLE III

MEMBERSHIP

Section 1. Membership, Generally

Membership in SEATOA, with associated privileges, is open to those who qualify under the membership categories set forth in these Bylaws and whose dues payments to SEATOA are current, where applicable.

Section 2. Membership Categories

There shall be three (3) categories of membership, as follows:

- A. **INDIVIDUAL:** Open to any individual who is currently elected, appointed, employed by, or primarily retained by or retired from a municipal, county, or state government, or a regional authority engaged in the regulation, administration, programming or planning of cable and/or telecommunications systems in the SEATOA states.
- B. **ASSOCIATE:** Open to any individual from a non-profit or profit-making organization, or students involved in the planning, development, programming, or research of cable and other telecommunications systems who do not qualify for full membership. Also open to individuals who meet the criteria for individual membership, but who instead wish to exercise the option to join as associate members.
- C. **AGENCY:** Open to any municipality, county, or regional authority engaged in the regulation, administration, programming or planning of cable and/or telecommunications systems in the SEATOA states. AGENCY members shall be entitled to have three (3) staff people listed in the SEATOA Directory as the Agency's representatives.

Section 3. Membership Dues

- A. The yearly dues shall be as shown in the Membership Dues Schedule, which is appended hereto as Attachment A and incorporated herein by this reference.
- B. Changes in the Dues Schedule shall be proposed and ratified by a majority vote of the Board of Directors.
- C. Increases in dues shall occur not more than annually at the beginning of the fiscal year.
- D. SEATOA members who are NOT members of NATOA will be required to pay a Non-NATOA Member Fee of \$30 in addition to their SEATOA membership fee for each SEATOA member who is not a NATOA member.
- E. The Board of Directors may establish additional contribution levels as it deems necessary.

Section 4. Membership Privileges

All SEATOA "Individual", "Associate", and "Agency" members shall have the following privileges of membership: access to a SEATOA list service and Membership Directory; participation on all SEATOA Committees; voting rights in all SEATOA elections and committee business, including election of the Board of Directors and amendments to the Bylaws, and eligibility for the "Membership Rate" for all SEATOA conferences and training opportunities. All benefits described in this section are conditioned upon the member currently meeting the qualification criteria, applicable dues being current and paid, and therefore in good standing.

Section 5. Membership Dispute

Any dispute over membership qualifications shall be resolved in a timely manner by a majority vote of the members of the SEATOA Board of Directors who constitute a quorum and are present and voting.

- A. SEATOA's Executive Director, or his/her designee, shall make the initial determination as to the membership category of an individual, organization or government entity.
- B. Any disputes over the assignment of a membership category may be appealed by the affected individual, organization or government entity, in writing to the President of the SEATOA Board of Directors within thirty (30) days of having received notice of their classification.
- C. Any disputes over membership qualifications/classifications shall be resolved by a majority vote of the SEATOA Board of Directors who constitute a quorum and are present and voting within sixty (60) days of receipt of written notice of the dispute.

Section 6. Membership Term

- A. INDIVIDUAL and ASSOCIATE memberships shall continue for the length of the current period regardless of changes in employment or education status which may affect membership eligibility; providing that voting rights and the right to serve as a member of the Board of Directors associated with INDIVIDUAL membership shall, in the event of membership ineligibility, be suspended for the period of ineligibility.
- B. A member shall notify SEATOA in writing of ineligibility within thirty (30) days of the occurrence of ineligible status.

ARTICLE IV

FISCAL YEAR AND RECORDS

Section 1. Fiscal Year

The fiscal year for SEATOA shall be from July 1st to June 30th, or as otherwise established by the SEATOA Board of Directors.

Section 2. Records

Official SEATOA records shall be maintained at the official office of the Corporation, as designated by the members.

ARTICLE V

QUORUMS

Section 1. General Membership Meetings

A simple majority of those voting members registered and in attendance and duly represented at any meeting of the Corporation shall constitute a quorum for the transaction of business at the meeting.

Section 2. Board Meetings

A majority of the then-current members of the Board of Directors in attendance shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

ARTICLE VI

VOTING AND PARLIAMENTARY PROCEDURES

Section 1. Voting Members

The term "voting member" shall refer to those classes of membership authorized to vote in Article III of these Bylaws dealing with Membership as it may be amended from time to time.

Section 2. Majority Vote

- A. Unless otherwise specified in these Bylaws, decisions of the Corporation, Board, and Committees shall be determined by a majority vote of those authorized votes cast.
- B. In referenda by mailed or electronically-transferred ballot, the simple majority will be determined by the number of ballots cast which were received by the stated deadline.
- C. All ballots received shall be kept with the SEATOA office records for a period of two (2) years.

Section 3. Parliamentary Procedures

Except as is otherwise stated in these Bylaws, Robert's Rules of Order shall govern conduct and procedures of the membership, unless otherwise determined by the Board of Directors.

Section 4. Elections

Elections of the Board of Directors shall take place annually by March 31st and the Board of Directors will assume their new positions on July 1st annually.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

Section 1. General Powers

The authority to manage the affairs of the Association shall be subject to the Articles of Incorporation and the provisions of the Internal Revenue Code, and shall be vested in a Board of Directors.

Section 2. Board Members

The members of the Board of Directors shall consist of seven (7) voting Directors including a President, Vice-President, Secretary, Treasurer and three (3) Directors all of whom must maintain status as a voting member of the Corporation throughout the duration of their term, must agree to the Board of Directors Code of Ethics, and no two of which can be from the same elected or appointed commission, board or body.

Section 3. Duties of the Board of Directors

The duties of the Board of Directors shall include the following:

- A. Serve as chief policy-maker for the Corporation.
- B. Be responsible for the fiscal affairs of the Corporation.
- C. Approve any official position or statement of the Corporation.
- D. Establish and abolish committees.
- E. Appoint the Committee Chairs, who must be members of the Board but may not be the President, approve the members of committees and subcommittees, and determine their scope and authority.

Section 4. Officers

The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer and shall be elected by a majority vote of the Board of Directors immediately following their election by the members of the Corporation. All Officers shall be members of SEATOA and shall be residents of one the SEATOA states. The President shall be an individual who is currently elected, appointed, employed by or retired from a local or state government, or a regional authority. The Officers shall have the following responsibilities:

- A. The **President** shall be the principal executive officer of the Corporation, and shall preside at all meetings of the Corporation. The President shall have primary responsibility for external relationships and shall serve as chief spokesperson for the views and positions adopted and approved by the Corporation.
- B. The **Vice-President** shall serve in the absence of the President.
- C. The **Secretary** shall keep the minutes of all meetings, see that notices are given according to the Bylaws, and be custodian of the official records of the Corporation.

- D. The **Treasurer** shall review all funds and financial records of the Corporation, and shall arrange an annual written financial report to be provided to the membership.

Section 5. Terms of Office

All elected Board Members shall serve two-year staggered terms, meaning that some members of the Board will be elected in odd-numbered years and others will be elected in even- numbered years as determined by the Board of Directors.

Section 6. Removal and Resignation

Any Director, including an officer, may be removed from the Board of Directors by a vote of two-thirds (2/3) of all voting members, whenever, in its judgment, the best interests of the Corporation will be served by the removal.

Section 7. Vacancies

A vacancy on the Board of Directors or in any office, because of death, resignation, removal, or otherwise, may be filled, for the un-expired portion of the term, by a majority vote of the Board of Directors.

Section 8. Board of Directors Code of Ethics

- A. The purpose of this Code of Ethics is to establish guidelines and standards for the ethical conduct of Board Members to help determine what conduct is appropriate in particular cases. It should not be considered a substitute for a member's best judgment.
- B. Board Members must be able to act in a manner that maintains their integrity and independence, yet is responsive to the interests and needs of the membership of SEATOA.
- C. Board Members should feel free to assert policy positions and opinions without fear of reprisal from fellow Board members or citizens. However in doing so, Board Members shall be mindful that they represent SEATOA and therefore:
- a. When acting or representing themselves in their capacity as a Board Member, they must not advise or advocate a position that is contrary to a SEATOA position and/or policy;
 - b. When acting or representing themselves in their capacity as a Board Member, they must not act as a representative of the full SEATOA Board unless they have been formally authorized to do so by a majority vote of the Board;
 - c. These guidelines are especially important for the President who must recognize that he/she is often viewed as speaking for SEATOA and its Board of Directors.
- D. Board Members must act with integrity and independence from improper influence as they exercise the duties of their offices. Characteristics and behaviors consistent with this standard include the following:
- a. Adhering firmly to a code of sound values and exhibiting trustworthiness;
 - b. Using their best independent judgment to pursue the common good, as they see it, for the entire SEATOA membership and presenting their opinions to all in a reasonable,

- forthright, consistent manner;
- c. Remaining incorruptible, self-governing, and unaffected by improper influence while at the same time being able to consider the opinions and ideas of others;
 - d. Treating other Board Members and the SEATO staff with respect and honoring the opinions of others even when the Board Members disagree with those opinions;
 - e. Showing respect for their offices and not behaving in ways that reflect badly on those offices;
 - f. Recognizing that they are part of a larger group and acting accordingly;
 - g. Recognizing that individual Board Members are not allowed to act on behalf of the body but may only do so if the body specifically authorizes it, and that the body must take official action as a body.
- E. Board Members must avoid impropriety in the exercise of their official duties. Their official actions should be above reproach and they should not use their official position for personal or material gain.

ARTICLE VIII

SEATO STAFF

Section 1. Executive Director

The SEATO Board is authorized to recruit and employ on mutually agreeable terms and conditions approved by the Board an Executive Director who, among other things, shall assist SEATO in carrying out its purposes. Subject to the direction, inspection and audit of the Board of Directors, the Executive Director's responsibilities shall be determined by the Board of Directors. The SEATO Executive Director may represent the positions of SEATO with the prior written approval of an Officer, and he or she shall be subject to annual evaluation by the Board of Directors.

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Section 2. Other SEATO Staff

The SEATO Executive Director, upon consultation with the President and Board of Directors, shall be responsible for recruitment, evaluation, and termination of other SEATO staff and contractors as necessary and appropriate to carry out the work of the Corporation, to the extent authorized by the Board of Directors and included in the approved SEATO budget.

Section 3. Association Management Firm

The Board is authorized, but is not required, to provide for the Executive Director or staff functions set forth in this section by agreement with an association management firm.

ARTICLE IX

MEETINGS

Section 1. Annual Business Meeting

Annual meetings of the Corporation shall be held at least once each fiscal year. The Annual meeting shall be held for the purpose and objectives of the Association as set forth in these Bylaws and for other business that may arise.

Section 2. General Meetings

General meetings of the Corporation shall be held at times and locations designated by the Board of Directors.

Section 3. Special Meetings

Special meetings may be called by the President or any four (4) voting members of the Corporation.

Section 4. Board of Directors Meeting

- A. Board meetings shall be held a minimum of twice each fiscal year – one of which may be held in conjunction with the Annual Business Meeting.
- B. Board meetings may be called by the President or any three (3) other members of the Board.

Section 5. Notice of Meetings

Notice of any General or Special meeting of the membership shall be given at least ten (10) business days in advance by written notice delivered personally or sent by certified mail, electronic means or telegrams to each member at his/her address shown by the records of the Association.

ARTICLE X

COMMITTEES

Section 1. Committee Appointments and Organization

- A. The Board shall have the authority to establish and abolish committees, to appoint the members of committees and subcommittees of the general membership, to appoint the chairs of those committees, and to determine their scope and authority.
 - a. Appointment of all Committee Chairpersons shall require a majority vote of the members of the Board of Directors;
 - b. Committee Chairpersons may provide input, recommendations and comments into the actions to be taken by the Board of Directors; however,
 - c. No Committee Chairperson shall have a vote in the final decisions of the Board of Directors, unless said Chairperson also serves as an elected/appointed officer on

the Board of Directors.

- B. The terms of committee chairpersons and the membership of committees shall begin after the Annual Meeting of the membership and shall run through the next Annual Meeting of the membership.
- C. Subjects that may be dealt with through committees include but are not limited to:
- Membership
 - Legislative/Legal Affairs
 - Technology/Applications
 - Conference
 - Public Information
 - Bylaws
 - Nominations
- D. Committee chairs shall schedule meetings as needed to complete committee responsibilities and shall provide a written report to the membership at the Annual Meeting describing the activities and accomplishments of the committees since the last Annual Meeting.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 1. Amendment by Mail Ballot or Electronic Transmission Mail

- A. With the approval of a two-thirds (2/3) vote of the Board, balloting by mail or electronic mail for Bylaws amendments may be conducted.
- B. A simple majority of the voting members of the Corporation in good standing who participate in the balloting must return affirmative ballots to approve amendments to the Bylaws.
- C. All ballots not properly dispatched by midnight of the due date set by the Board of Directors shall be invalid.
- D. All returned ballots, valid or invalid, shall be kept in the SEATO files for a period of two (2) years for inspection by the membership.

Section 2. Notice and Distribution

Copies of proposed Bylaw amendments to be voted on by written/mail ballot shall be mailed or transmitted electronically to the voting members no less than twenty-five (25) days prior to the date that the ballots are due.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any 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, administrative or investigative, and excluding criminal proceedings of any kind, by reason of the fact that he or she 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 expenses (including attorneys' fees), judgments, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any such action, suit, or proceeding, including any appeal, if he or she acted in good faith or in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation. However, with respect to any action by or in the right of the Corporation to procure judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determined on application, that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct.

The indemnification shall continue as to any person who ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided in this article, the Corporation shall have the power to make any other or further indemnification, except any indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

ARTICLE XIII

INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is 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 liability asserted against him or her against any such liability. The Corporation shall have the power to purchase and maintain general liability insurance, insurance on its property and such other insurance coverage as may be needed.

ARTICLE XIV

DISSOLUTION AND WINDING UP

Upon the dissolution of the Corporation's affairs, which may be authorized by the adoption of a resolution to dissolve by majority vote of the Board of Directors, the Board shall, after paying

or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay all assets of the Corporation then remaining in the hands of the Corporation to any other exempt organization operating for the same purpose for which the Corporation is organized and operated, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation under the provisions of 501(c) of the Code, as an organization described in Section 501(c)(4) of the Code, or corresponding provisions of any subsequent law. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in a manner herein provided within a reasonable period of time, the senior judge of the Superior Court of Fulton County, Georgia, shall make such distribution.

ATTACHMENT A

MEMBERSHIP DUES SCHEDULE

CATEGORY	ANNUAL DUES NATO A MEMBER	ANNUAL DUES NON- NATO A MEMBER
INDIVIDUAL MEMBER	\$70.00	\$100.00
ASSOCIATE MEMBER	\$70.00	\$100.00
AGENCY MEMBERSHIP	\$150.00	\$150.00 + \$30 For each agency member who is not a member of NATO A
AGENCY ADDITIONAL MEMBER	\$ 50.00	\$80.00