

**AMENDED AND RESTATED BYLAWS OF
MINNESOTA TELEPHONE ASSOCIATION, INCORPORATED
As amended on March 26, 2008**

**ARTICLE I
OFFICES, PURPOSE, AND CORPORATE SEAL**

Section 1.01. **Registered and Other Offices.** The registered office of this corporation (the "Association") in the State of Minnesota shall be as set forth in the Articles of Incorporation, in the most recent amendment of the Articles of Incorporation or in a statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law.

Section 1.02. **Purpose.** The primary purpose of the Association shall be as determined from time to time by the Active Members and set forth in a Statement of Purpose.

Section 1.03. **No Corporate Seal.** The Association shall have no seal.

**ARTICLE II
MEMBERSHIP**

Section 2.01. **Classes of Members.** The Membership of this Association shall be divided into three classes: Active Members, Affiliate Members, and Associate Members, as such classes are defined in Section 2.02 hereof.

Section 2.02. **Eligibility for Membership.**

(a) Active Members. Any entity shall be eligible for Active Membership that: (i) is an Active Member either of the Association or of the Minnesota Association for Rural Telecommunications as of March 1, 2008, is certified by the Minnesota Public Utilities Commission, and provides local exchange service as an incumbent local exchange carrier to fewer than one million (1,000,000) subscribers within Minnesota; or (ii) is both under common ownership with such an incumbent local exchange service entity and is certified by the Minnesota Public Utilities Commission to provide local exchange service as a competitive local exchange carrier within Minnesota.

(b) Affiliate Members. Any entity that provides any form of publicly-switched telecommunications services within one or more local calling areas over a facilities-based wireline network which is totally or partially owned by that entity, all or part of which is within a state whose

boundary is adjacent to Minnesota, shall be eligible for Affiliate Membership.

(c) Associate Members. Any individual or entity shall be eligible for Associate Membership that: (i) is engaged in the manufacture, lease or sale of equipment, supplies, or other commodities, or in the development or provision of engineering, advertising, accounting, architectural, managerial and other services, to telecommunications companies, including a wholly-owned subsidiary of an Active Member; (ii) is engaged in the study of technological, social, or policy related issues pertaining to telecommunications; (iii) provides publicly-switched telecommunications services between local calling areas in Minnesota; or (iv) provides publicly-switched telecommunications services through wireless technology which interconnects with the network of other telecommunications companies in Minnesota.

(d) Individual Members. Any individual who has been employed by an Active, Affiliate, or Associate Member and who has retired from such employment.

(e) Honorary Members. Any individual, who in the opinion of the Board deserves the honor, may be elected as an Honorary Member by the Board.

Section 2.03. ***Voting and Other Member Rights***. Active Members shall have all rights, duties and responsibilities as set forth in these Bylaws. Each Active Member in good standing shall be entitled to one (1) vote on all matters requiring a vote of Members, except as otherwise set forth in these Bylaws. However, where all of the stock or other ownership interests in two or more Active Members are directly and wholly owned by the same persons, corporation, or other business entity, only one Active Member vote shall be allowed for all of the Active Members so owned. Active Members shall not vote for the election of Directors from the Associate Member classes.

Affiliate Members shall have all the rights, duties and responsibilities as an Active Member as set forth in these Bylaws; provided however that Affiliate Members shall have no voting rights.

Associate Members shall have all of the rights, duties and responsibilities as set forth in these Bylaws. Each Associate Member in good standing shall be entitled to one (1) vote for only the election of directors from the Associate Member class, but shall not vote on other matters that come before the Members.

Individual Members shall have no voting or other rights, duties or responsibilities.

Honorary Members shall have no voting or other rights, duties or responsibilities.

An eligible Member's vote may be cast by any duly authorized officer or employee of such Member. There shall be no cumulative voting. An Active or Associate Member must have timely paid its current dues in order to be in good standing and eligible to vote. Upon demand by any eligible Active Member, the vote upon any motion shall be by ballot.

Section 2.04. **Approval of Memberships.** No application for Active Membership shall be effective until accepted by vote of the Board. No application for Affiliate or Associate Membership shall be effective until accepted by the President, who shall periodically inform the board of new members. All applications for Active, Affiliate, or Associate, Membership shall be made in writing.

Section 2.05. **Resignation.** Any Member may resign from Membership at any time by delivering or mailing a written resignation to the Association. The resignation of a member shall not relieve the member of the obligation to pay any dues prorated for the period of time to resignation.

Section 2.06. **Termination of Membership.** Any Member may be terminated for any reason by a seventy-five percent (75%) vote of the Board. In the case of such a termination, a pro-rata amount of the dues paid in advance shall be refunded, calculated from the effective date of termination; provided, that the termination of a Member shall not relieve the Member from the obligation to pay dues prorated for the period prior to termination. A Member may be terminated for delinquency in payment of dues as determined by the Board.

Section 2.07. **Annual Meetings.** The Annual Meeting of the Members shall be held at such time and place as may be designated by the Board. The Annual Meeting of Members shall be held for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Section 2.08. **Special Meetings.** Special meetings of the Members of this Association may be called at any time by the Board and shall be called by the Chair upon written petition by one-third (1/3), or more, of the total number of Active Members.

Section 2.09. **Notice of Meeting.** Written notice of the time and place of each meeting of the Members shall be given at least fifteen (15) days prior to the meeting by electronic notification or by mailing such notice to each Member. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 2.10. **Membership Quorum.** A majority of the Active Members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of Members, a majority of the Active Members present may adjourn the

meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at a meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Active Members to leave less than a quorum.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. **Eligibility.** Any person who is an officer of, and/or is actively employed in a management capacity by, an Active or Associate Member shall be eligible to be a Director. However, no Active Member or Active Members that are under common ownership with another Active Member may have more than one officer or employee be a Director at the same time. A person may not be elected as a Director consecutively for more than two three-year terms, which may follow an appointed or elected partial term; provided that persons who are officers of the Association as of the expiration of a second three-year elected term may remain members of the Board (without further vote by the Members) for the remainder of their term as an elected officer and the size of the Board shall increase to correspond to the number of such persons. Eligibility of officers, employees, and individual persons may resume after a one-year absence from the Board.

Section 3.02. **Composition of the Board.** The Board shall consist of ten (10) Directors, subject to additional members who are eligible as a result of holding officers in the Association, who shall be comprised as follows:

(a) Two (2) Directors (the “Large Active Member Directors”) shall be elected for three-year terms by the five (5) individual Active Members and Active Members where all of the stock or other ownership interests in two or more Active Members are directly and wholly owned by the same person, corporation, or other business entity reporting the highest Minnesota gross operating revenues annually to the Minnesota Public Utilities Commission (the “Large Active Members”).

(b) Seven (7) Directors (the “At Large Directors”) shall be elected for three-year terms by and from the Active Members and Large Active Members; provided, however, that; (i) at least one of these seven (7) At Large Directors shall be a employee or representative of an Active Member that is a cooperative; (ii) at least one of these seven (7) At Large Directors shall be a employee or representative of an Active Member that is not a publicly traded corporation or an affiliate of a publicly traded corporation; and (iii) at least one of these seven (7) At Large Directors shall be a employee or representative of an Active Member that is one of the five smallest Active Members, as determined by the reporting of gross operating revenues annually to the Minnesota Public Utilities Commission.

(c) One(1) director shall be elected by and from the Associate Members for a one-year term.

Section 3.03. **Election of Directors.** (a) At Large Directors. At a session of the Annual Meeting designated in advance by the Chair, the names of the persons nominated by a nominating committee of the Active Members shall be reported to the Members and the Chair shall call for additional nominations from the floor by Active Members and Large Active Members, subject to the criteria of Section 3.03 (b) above. If there are nominations from the floor the election shall be held by written ballot of Active Members and Large Active Members. In such case, persons elected shall be those with the highest numerical votes, in succession, as related to the number of vacancies of the At Large Directors, subject to the criteria of Section 3.03 (b) above. If there are no nominations from the floor, the slate proposed by the nominating committee of the Active Members shall be voted upon by voice vote only of the Active Members and Large Active Members.

(b) Large Active Member Directors. At a session of the Annual Meeting designated in advance by the Chair, the names of the persons nominated by the Large Active Members shall be reported to all Active Members and the Chair shall call for additional nominations from the floor by representatives of the Large Active Members. If there are nominations from the floor, the election shall be held by written ballot of the Large Active Members. In such case, the Director or Directors from the Large Active Members that are elected shall be the person or persons receiving the highest number of votes, in succession, as related to the number of vacancies within the Large Active Member Directors. If there are no nominations from the floor, the slate proposed by the Large Active Members shall be voted upon by the Large Active Members by voice vote only. The person or persons so elected shall become a Director, subject to the approval of the Board at its annual meeting, which approval shall not be unreasonably withheld.

(c) Associate Members Director. At a session of the Annual Meeting designated in advance by the Chair, the names of the persons nominated by a nominating committee of the Associate Members shall be reported to the Members and the Chair shall call for additional nominations from the floor by representatives of Associate Members. If there are nominations from the floor the election shall be held by written ballot of Associate Members. In such case, person elected shall be the person receiving the highest number of votes. If there are no nominations from the floor, the slate proposed by the nominating committee of the Associate Members shall be voted upon by voice vote only. The person so elected shall become a Director, subject to the approval of the Board at its annual meeting, which approval shall not be unreasonably withheld.

Section 3.04. **Vacancies.** The Board may fill all vacancies occurring in its membership in the intervals between the Annual Meetings by appointment of eligible representatives of Active Members other than Large Active Members or Associate Members to serve until the next annual election or

until their successors are elected and qualified. In the event of a vacancy among the Active Large Member Directors, such vacancy shall be filled through a special election by the Large Active Members.

Section 3.05. **Meetings of the Board.** Annual meetings of the Board shall be held as soon as practical after the Annual Meeting of members. No written notice shall be required if such meeting is held immediately following the Annual Meeting of the members at which the new directors are elected, but if held on a later date, at least ten (10) days written notice of the date, time and place of the meeting. At the Annual Meeting of the Board, the Board shall elect the officers identified in Article IV below and such officers as the Board shall determine. In addition, at least three (3) regular meetings of the Board shall also be held annually, one per quarter, at such time and place as the Board of Directors may provide by resolution. Special meetings of the Board may be held at any time and place or by a telephone or video conference call, upon call of the Chair, Vice Chair, President, or a majority of the Board by giving two (2) days written of the date, time and place of the meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting and notice thereof by written action signed by the number of Directors required to take the same action at a meeting of the Board at which all Directors were present. The notice of a special meeting need not state the purpose of the meeting. A Director may waive notice of an annual or special meeting of the Board.

Section 3.06. **Quorum.** A quorum at any meeting of the Board shall consist of a majority of the Directors.

Section 3.07. **Voting.** Each Director shall be entitled to one (1) vote.

Section 3.08. **Attendance.** Each Director shall attend and participate in meetings of the Board. If a director fails to attend any three consecutive meetings, the director may be removed from the Board by a majority vote of the Board.

Section 3.9. **Executive Committee** The Chair shall appoint four (4) directors, including the Chair, Vice Chair and two other Directors from the Active Members to constitute an Executive Committee. The Executive Committee shall include one (1) director from the Large Active Member Directors and three (3) directors from the At Large Directors. To the extent determined and delegated by the Board, the Executive Committee has the authority of the Board in the management of the business of the corporation. The Executive Committee shall act only in the intervals between meetings of the Board. Any action of the Executive Committee shall be reported at the first regular meeting of the Board next following the action of the Executive Committee and may be reviewed, modified, or superceded by the Board.

Section 3.10. **Reimbursement of Directors and Members of Executive Committee**

The Board shall have the authority to reimburse Directors and members of the Executive Committee for expenses reasonably incurred in attending meetings, including a per diem, except for Annual Meetings in connection with Annual Meetings of the Members.

Section 3.11. **Other Committees.** The Board of Directors may, from time to time, establish such other committees as it deems appropriate and as provided under Minnesota law.

**ARTICLE IV
OFFICERS AND DUTIES**

Section 4.01 **Number.** The officers of the Association shall be a Chair, Vice Chair, President, and such other officers as may from time to time be elected by the Directors.

Section 4.02 **Election, Term of Office, and Qualification.** At the Annual Meeting of the Board, the Directors shall elect the officers. Each officer shall hold office until the next Annual Meeting, until his or her successor is elected and has qualified, or until the officer has been removed in the manner hereafter provided. The Board may elect as Chair a person whose eligibility to serve as a Director has expired while the person was serving as the Chair or Vice Chair; provided that such person shall not serve more than two consecutive years as Chair. In addition, the Board may elect as Vice Chair for a single one-year term a person whose eligibility to serve as a Director has expired while the person was serving as the Vice Chair; provided that such person shall not serve more than two consecutive years as Vice Chair. A person so elected as Chair or Vice Chair shall continue to serve as Director in addition to the number of Directors provided under Article III, Sections 3.02 or 3.03. A person whose term as Chair has just terminated may be elected to the position of Immediate Past Chair for a period of not more than a one-year term during which the person so elected may participate in meetings of the Board but shall not vote as a Director.

Section 4.03 **Chair.** The Chair shall preside over meetings of the Board, Executive Committee, and Members and shall carry out such other duties and responsibilities as are provided in law, set forth in these Bylaws, or otherwise determined by the Board.

Section 4.04 **Vice Chair.** The Vice Chair shall act for the Chair in his or her absence and shall carry out such other duties as determined by the Board.

Section 4.05 **President.** The President shall have general control of the business of the Association. He or she may execute and deliver in the name of the Association any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Association. The President shall also (a) keep

or cause to be kept in the corporate book proper minutes of all meetings of the Members, Directors and Executive Committee; (b) give all required notices; (c) have custody of the corporate records; (d) have charge and custody of all funds of the Association; (e) keep an accurate account of all receipts and disbursements and shall render accounts to the Association; (f) shall deposit all monies in the name of the Association in such banks or depositories as the Directors shall designate; (g) shall have the power to endorse for deposit all instruments received by the Association; and (h) shall perform such other duties as may from time to time be prescribed by the Board.

Section 4.06 **Removal and Replacement of Vacancies.** Any officer may be removed by the Board whenever in its judgment the best interest of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer. Any vacancy resulting from such removal or any vacancy resulting from resignation or death may be filled by the Board at any meeting thereof.

ARTICLE V OTHER COMMITTEES

Section 5.01. **Committees.** In addition to the Executive Committee and the Associate Member Committee, the Board may, from time to time, appoint such committees as it deems proper, and may prescribe the functions and duties of such committees, and the Executive Committee shall determine the members of such committees.

(a) Active Member Nominating Committee. On or about the calendar year end, the Chair shall appoint the members and chair of an Active Member Nominating Committee of not more than five (5) persons from the Active Members. The Large Active Members may have up to one (1) appointed representative on the Active Member Nominating Committee. The Active Member Nomination Committee shall meet at a time and place designated by the Chair to receive names proposed in person or in writing for nominations to the Board. Active Members in good standing are the only Members eligible to file nominations with this committee.

(b) Associate Member Nominating Committee. On or about the calendar year end, the Associate Members Committee shall independently meet at a designated time and place, previously announced or advertised, to receive names proposed in person or in writing for nomination to the Board. Associate Members in good standing are the only Members eligible to file nominations.

**ARTICLE VI
DUES AND FINANCE**

Section 6.01. **Dues.** Active Members, Affiliate Members, Associate Members, and Individual Members shall pay dues in amounts and in a method as determined from time to time by the Board. All dues shall be payable in advance in January of each year.

Section 6.02. **Fiscal Year.** The fiscal year of this Association shall be as determined by the Board.

Section 6.03. **Contributions.** No contributions of corporate funds shall be made without the concurrence of a majority of the Board or Executive Committee.

**ARTICLE VII
POWERS**

Section 7.01. **Powers.** The Association shall have all powers now or hereafter conferred upon a nonprofit Association under the laws of Minnesota.

**ARTICLE VIII
EXECUTION OF CONTRACTS**

8.01 **Contracts.** Except as otherwise provided in these Bylaws, the Board may in writing authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

**ARTICLE IX
INDEMNIFICATION**

9.01 **Indemnification.** To the fullest extent permitted by law, the Association shall indemnify and hold harmless all officers, Directors, employees, and agents of the Association for all acts performed by them in any good faith attempt to fulfill their duties to the Association, specifically including all costs and expenses, including attorneys' fees, incurred in any action, claim, or demand concerning any such act. This provision shall be construed so as to provide and require the broadest, most complete and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

**ARTICLE X
NOTICES**

10.01 **Notices.** All notices required by these Bylaws shall be in writing and shall be mailed by the Association to the persons entitled thereto at the addresses shown on the records of the Association, or shall be hand delivered or sent by facsimile or email. Such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its address as it appears on the books of the Association, with postage prepaid or upon completion of a facsimile, email or hand delivery

10.02 **Waiver of Notice.** A Member or Director may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by statute, either before or after the time stated therein. Any such waiver shall be in writing and signed by the person entitled to notice, and shall be deemed equivalent to such notice. All waivers shall be filed with the Association.

**ARTICLE XI
AMENDMENTS**

11.01 **Amendments.** These Bylaws may be amended or repealed and new Bylaws adopted by a majority of all of the Directors, subject, however, to the power of the Active Members to adopt, amend or repeal any change to these Bylaws adopted by the Board. Notice of such proposed amendment shall be included in notice of the meeting held for such purpose.