

BY-LAWS FOR EAST CENTRAL COMMUNITY FIBER GOVERNING BOARD

ACCEPTED AND PASSED: April 8, 2008

SECTION 1. PURPOSE

THE ECF Governing Board is created and shall exist for the purpose of carrying out the roles and responsibilities established in the ECF Interlocal Contract, and the Design/Build/Operate/Transfer contract with the Provider.

SECTION 2. ORGANIZATIONAL MEETINGS

On April 8, 2008, the ECF Governing Board shall hold its initial organizational meeting. At such meeting, the Board shall elect from among its membership an interim Chair and Interim Vice Chair, each of whom shall hold until his or her successor is duly elected and qualified.

Individual town delegates shall be seated and have full voting rights, at this April 8 meeting, if they have a letter of appointment from their town Select Board, a resolution of the Select Board agreeing to the signing of the Interlocal Contract, and a signed copy of that contract. Delegates from towns whose Select Boards have not yet completed this process, but who do have a letter of appointment, will be seated with provisional voting rights, which rights will convert to full voting rights at such time as the additional documentation has been provided, but no later than the second organization meeting on April 21.

On April 21, the second and final organization meeting of the ECF Governing Board will be convened. At that meeting, there shall be elected from among the fully-documented Governing Board members, an Executive Committee consisting of a total of five members, a Chair and Vice-Chair plus 3 non-officer members. The Chair and Vice-Chair shall be elected for an initial 2-year term and are eligible to be reelected to successive terms without limit. Non-officer members of the Executive Committee shall be elected for initial one-year terms and are eligible to be reelected to successive terms without limit. The responsibilities of the Executive Committee shall be as set out in the ECF Interlocal Contract, and as may be further assigned by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member towns and their contributions to the effective implementation of the Proposed Undertaking

SECTION 3. REGULAR MEETING

A schedule of regular meetings of the Governing Board shall be established at the organizational meetings.

SECTION 4. SPECIAL MEETINGS

Special Meetings of the Governing Board may be called at any time by the Chair or shall be called by the Secretary upon written request of a majority of the members of the Governing Board. Except in case of emergency, each member of the Governing Board shall be given at least 24 hours notice of any special meeting by notice in person, by telephone, facsimile, electronically or by written notice delivered personally, mailed, or left at such member's usual place of residence.

SECTION 5. QUORUM

For the purpose of transacting business, the presence of members or his or her alternate, representing more than 50 percent of the votes then eligible to be cast, shall constitute a quorum.

SECTION 6. RULES OF PROCEDURE

Except as otherwise provided in the Interlocal Contract or statute, Robert's Rules of Order shall govern at all meetings.

SECTION 7. VOTING

Each member of the Governing Board shall be entitled to cast one vote. Except as otherwise provided herein or in the Interlocal Agreement, a majority of the votes cast shall be required to approve any action.

SECTION 8. TERMS OF OFFICE

With the exception of members elected as Officers at the April 21, 2007 organizational meeting, each member and alternate member of the Governing Board shall serve for a term of one year ending March 31 and until his or her successor is duly appointed. All members of the Governing Board are eligible to be reelected to successive terms without limit.

SECTION 9. ELECTION OF OFFICERS

The Board annually shall elect from among its members a Chair **and** Vice Chair and such other officers as it deems appropriate for the conduct of its business, except that the Chair and Vice-Chair elected at the April 21, 2008 organizational meeting shall be elected for a 2-year term. Upon majority vote of the Board, the treasurer and the secretary may be non-Board members.

SECTION 10. CHAIR

The Chair shall preside at all meetings of the Board. The Chair shall also perform the entire duties incident to the position and office.

SECTION 11. VICE CHAIR

During the absence of or inability of the chair to perform his or her duties, the Vice Chair shall perform such duties.

SECTION 12. VACANCY

During the absence or inability of the chair or vice chair to render or perform his or her duties or exercise his or her powers, the Board shall elect from among its Membership and acting chair or vice chair.

SECTION 13. SECRETARY

The Executive Committee, at its first meeting, shall appoint a Secretary who shall be an ex-officio non-voting member of the Executive Committee. The Secretary shall have the custody of the public records of the ILC and shall record all votes and proceedings of the ILC including meetings of the ILC and meetings of the Governing Board. The Secretary shall also prepare and warn all meetings of the Governing Board in accordance with Vermont law and shall cause the annual report approved by the Governing Board to be distributed to the legislative bodies of the member municipalities. The Secretary shall also perform all the duties and functions incident to the office of a Secretary or clerk of a Municipal Corporation.

SECTION 14. TREASURER

The Executive Committee, at its first meeting, shall appoint a Treasurer who shall be an ex-officio non-voting member of the Executive Committee. The Treasurer shall have the custody of the funds of the ILC and shall be the disbursing officer of the ILC. When authorized by the Governing Board, the Treasurer shall sign, make or endorse in the name of the ILC all checks and orders for the payment of monies as may be required to carry out the provision of the ILC and the DBOT contract and pay out and disburse the same. The Governing Board shall adopt a uniform chart of accounts and procedures for the authorization of payments and disbursements of funds over which ECF exercises control.

SECTION 15. RECORDS

The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the ILC shall be governed by the laws of this State relating to open meetings and accessibility of public records.

SECTION 16. AUDIT

The Governing Board shall cause an audit of all ECF accounts to be Performed annually by an independent professional accounting firm or a certified public accountant.

SECTION 17. OTHER COMMITTEES

The Board shall establish a Citizens Advisory Committee to be comprised of subscribers, to provide guidance to the Board regarding the implementation of the Proposed Undertaking. The Board shall also establish an Institutional Stakeholders Advisory Committee to be comprised of significant public and private sector institutions in the service area of the Proposed Undertaking, to provide guidance to the Board regarding the implementation of the Proposed Undertaking. Members of these committees shall not be members or alternate members of the Governing Board.

SECTION 18. REIMBURSEMENT OF OFFICERS

Officers and Members of the Executive Committee shall be reimbursed for such expenses incurred in the discharge of their duties hereunder, as may be determined by the Governing Body.

SECTION 19. RECALL OF OFFICERS

An officer may be removed by a two-thirds vote of the Governing Board whenever, in their judgment, the best interest of ECF will be served thereby.

SECTION 20. CONDUCT OF MEETINGS

To the fullest extent permitted by law, the Governing Board and all committees shall be allowed to meet, transact business, provide notice and communicate by electronic and telephonic means.

SECTION 21. AMENDMENT

Amendments to these by-laws must be adopted by two-thirds of members present and eligible to vote, following at least thirty days advance written notice to all members.