

**BYLAWS
OF
NORTHERN MICHIGAN BROADBAND
COOPERATIVE**

The purpose of the Northern Michigan Broadband Cooperative (hereinafter called the "Cooperative") is to facilitate the provision of reliable broadband and telecommunications services throughout Northern Michigan at affordable rates for all users but particularly education, governmental services, economic development and commerce, health-care and emergency services.

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**ARTICLE I
FORMATION, ORGANIZATION, AND PURPOSE**

SECTION 1: Organization

The Northern Michigan Broadband Cooperative is organized as a consumer cooperative under the provisions of 1984 PA 209, being Chapter 11 of Michigan's Non-Profit Corporation Act, 1982 PA 162. The Cooperative is to be financed in part by initial or periodic non-redeemable membership fees, and special assessments on members, if any, as determined by the Board. The Cooperative may also be financed by loans and member capital, defined as assets which a member must provide by payment, transfer, or allocation of net savings to the Cooperative as a condition of admission to or retention of membership and with respect to which the member has rights to redemption or distributions on dissolution.

SECTION 2: Purpose

The purpose of the Northern Michigan Broadband Cooperative (hereinafter called the "Cooperative") is to facilitate the provision of reliable broadband and telecommunications services throughout Northern Michigan at affordable rates for all users but particularly education, governmental services, economic development and commerce, health-care and emergency services.

**ARTICLE II
MEMBERSHIP**

SECTION 1: Eligibility

- a. Any person, firm, association, corporation or body politic may become a member of **NORTHERN MICHIGAN BROADBAND COOPERATIVE** (hereinafter called "the Cooperative") by applying for membership and having the application accepted by the Board of Directors. Membership is effective upon acceptance by the Board of Directors and the execution of a membership application and agreement, and the payment of the required membership fee, as prescribed by the Board of Directors. The "membership fee" means the non-redeemable fee which a member must pay the cooperative as a condition of admission to or retention of membership in the cooperative which is not member capital or a fee for goods, services, or facilities. The application and agreement shall provide for and include:
1. A written application for membership in the Cooperative,
 2. An agreement to comply with and be bound by the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board of Directors, and
 3. An agreement to pay the required non-redeemable membership fee as may be specified.

- b. The status of all memberships shall be as reflected upon the books of the Cooperative, with membership letters or certificates issued as may be determined by the Board.
- c. Membership shall become effective after acceptance by the Board of Directors and the date of execution by both the applicant person and the Cooperative of the application and agreement of membership and the payment of the nonrefundable membership fee.
- d. No member may hold more than one membership in the Cooperative. Except as otherwise provided for in these Bylaws, no membership in the Cooperative shall be transferable, except on the books of the Cooperative and only with the consent and approval of the Board of Directors.
- e. All memberships in the Cooperative are extended only to individual persons (natural or corporate) who meet the requirements for membership. Individual memberships will be freely transferable on the books of the cooperative between any persons in the same household or corporation upon request in writing. Joint memberships are thus not allowed. A husband or wife may apply for membership and, subject to compliance with the requirements for membership, the spouse who signs the application shall be accepted as the member. With the prior consent of the Cooperative, one spouse may transfer his or her membership and all related rights to the other spouse.

SECTION 2: Membership Fees

The membership fee shall be determined by the Board at a uniform amount and shall be nonrefundable. The payment of the membership fee, and the execution of the application and agreement of membership, shall make the member eligible for receiving any and all services provided by the Cooperative, based upon the tariffs and charges applicable for each service.

SECTION 3: Security Deposits

The Board may require a deposit or other security as a condition of service. The security deposit shall be determined in the manner set forth in the tariff of the Cooperative and may consist of a multiple of the estimated monthly future local service, toll, or other charges applicable to the member under the Cooperative's tariffs.

SECTION 4: Purchase Of Services

Each member shall, as soon as service is available, take service from the Cooperative. The member shall pay for services at rates as fixed by the Board, subject to regulated tariffs where applicable, or, for the services rendered by other carriers, at the rates which the Cooperative is obliged to bill and collect by contractual arrangements with other carriers. Rates shall be established by the Board at reasonable levels, based upon the cost for services provided, including required third party charges and other revenue requirements. Cost will include a reasonable amount for expansion and modernization, or for necessary operating reserves. It is expressly understood that amounts paid for services in excess of costs are furnished by members as capital and each member shall be credited with capital so furnished as provided in these Bylaws. However, the Cooperative is not obligated to furnish such credits for services which are not billed and collected by the Cooperative, even when such services are partially rendered over

the facilities of the Cooperative. Records shall be kept, as provided in these Bylaws, as are necessary to determine at any reasonable time the members' rights and interests in the assets of the organization. Each member shall also pay all amounts owed to the Cooperative as and when the same shall become due.

SECTION 5: Members' Responsibilities

- a. [To Be Determined]

SECTION 6: Termination Of Membership

- a. Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Cooperative and upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of a majority of all the members of the Board, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws, or rules and regulations adopted by the Board, but only if such member shall have been given notice by the Cooperative that such failure makes him/her liable to expulsion and such failure shall have continued for at least ten (10) days after such notice was given. Any expelled member may be reinstated by vote of the Board or by vote of the members at any annual or special meeting. Notwithstanding the above, the President or General Manager may cancel the membership of any member: (1) who has ceased to purchase telephone service from the Cooperative for a period of six (6) months; (2) who had a disconnect order in effect for thirty (30) days without signing an order to reconnect; or (3) to whom telephone service has been discontinued because of nonpayment of bills due the Cooperative; provided, that such delinquency shall have continued for at least thirty (30) days prior to the discontinuance of such service. Any cancelled membership may be reinstated by the member curing the defect giving rise to termination of the membership, the delivery of an appropriate application and the posting of a reasonable deposit or other security required by the Cooperative.
- b. Upon the withdrawal, death, cessation of service or expulsion of a member, the membership of such member shall thereupon terminate and will be so recorded on the books of the Cooperative. Termination of membership in any manner shall not release a member or his/her estate from any debts due the Cooperative nor do unpaid bills release members from their obligations under these Bylaws or rules and regulations approved by the Board.
- c. In case of withdrawal or termination of membership in any manner, the Cooperative shall repay to the member the amount, if any, that is payable to terminated members under these Bylaws; provided, however, that the Cooperative shall deduct from any refund the amount of any debts or obligations owed by the member to the Cooperative.
- d. If a membership fee has been paid by a landlord on behalf of his tenants, upon removal of such tenant from the premises of the landlord, the membership of such tenant shall terminate.

- e. Upon the discovery that the Cooperative has been furnishing service to any person other than a member, it shall cease furnishing such service unless such person applies for, and the Board of Directors approves, membership retroactive to the date on which such person first began receiving such service, in which event the Cooperative, to the extent practicable, shall correct its membership and all related records accordingly.

ARTICLE III

RIGHTS AND LIABILITIES OF THE COOPERATIVE AND THE MEMBERS

SECTION 1: Service Obligations

- a. The Cooperative will use reasonable diligence to furnish adequate and dependable services, but it cannot and does not guarantee uninterrupted services, nor will it always be able to provide every service desired by each individual member.
- b. The members pledge to purchase all services from the Cooperative to the extent that its services are able to meet the members' needs and are competitively priced.
- c. The Cooperative shall be allowed to inspect and repair cooperative property and installations located on property of members at all times.
- d. In the event any member installs or causes to be installed any equipment which, when connected to the facilities of the Cooperative, causes any damage to Cooperative equipment, such member agrees to indemnify Cooperative for all such damages.

SECTION 2: Cooperation Of The Members In The Extension Of Service

The cooperation of members of the Cooperative is imperative to the successful, efficient, and economical operation of the Cooperative. Members who are receiving or who are requesting service shall be deemed to have consented to the reasonable use of their real property to construct, operate, maintain, replace or enlarge, overhead or underground telephone and/or communications lines, including all conduit, cables, wires, facilities, wireless facilities, surface testing terminals, markers, and other appurtenances for the furnishing of telephone or communications service to said member, or any other member, at no cost to the Cooperative. When requested by the Cooperative, the member does agree to execute any easement or right-of-way contract on a form to be furnished by the Cooperative.

SECTION 3: Non-liability For Debts Of The Cooperative

The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

SECTION 4: Property Interest Of Members

Consistent with Article VIII, and unless otherwise provided by law, upon dissolution, the net remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion that the aggregate patronage of each member and former

member bears to the total patronage of all such members and such former members on the date of dissolution. The net remaining property and assets shall be determined after: (a) all debts and liabilities of the Cooperative shall have been paid; and (b) all capital furnished through patronage shall be retired as provided in these Bylaws.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1: Annual Meeting

The annual meeting of the members shall be held at a date and place within the area served by the Cooperative as selected by the Board, and shall be designated in the Notice of the Meeting for the purpose of electing Board members, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative nor affect the validity of any corporate action.

SECTION 2: Special Meetings

Special meetings of the members may be called by the Board of Directors, or by written petition signed by ten percent (10%) or more of all the members, stating the purpose or purposes for which the meeting is to be called. It shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one of the counties served by the Cooperative as designated by the Board and shall be specified in the Notice of the special meeting.

SECTION 3: Notice Of Members' Meetings

Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be given by the Secretary by publication in a legal newspaper or newspapers published or circulated in the counties served by the Cooperative and in a newspaper published in the county in which the Cooperative's principal place of business is located. Said notice shall be effected at least fifteen (15) days previous to the date of such meeting, or by mailing notice thereof to each and every member personally not less than fifteen (15) days previous to the date of such meeting. Said meeting notice may be provided by electronic transmission if the member has consented to receiving notices electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon paid. Notice of special meetings shall be issued within ten (10) days from and after the date of the presentation of the written request mentioned in Section 2 of this Article, and such special meeting shall be held within thirty (30) days from and after the date of the presentation of such request. The incidental or unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4: Postponement Of A Meeting Of The Members

In the event of inclement weather or the occurrence of a catastrophic event, the meeting of the members may be postponed by the President. Notice of the adjourned meeting shall be given by the President in any media of general circulation or broadcast serving the area.

SECTION 5: Quorum

A quorum for any annual, regular, or special meeting shall be ten percent (10%) of the members, or 50 members, whichever is less. In determining a quorum at any meeting, on a question submitted to a vote by mail, members present in person or represented by mail vote shall be counted. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The fact of the attendance of a sufficient number of members to constitute a quorum shall be established by a registration of the members present at such meeting, which registration shall be verified by the President and Secretary of the Cooperative and shall be reported in the minutes of the meeting. The minutes of each meeting shall contain a list of the members present in person.

SECTION 6: Voting

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person or by mail, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Any member's spouse who is in attendance at a meeting of the members may, if the member is not present at such meeting, cast the vote of such absent member in the same manner as if a written proxy had been given by said member to said spouse. Whether the vote on questions submitted to the members shall be by hand or voice vote or secret ballot shall be determined by the Board of Directors, except that the election of all directors and officers, amendments, changes in or additions to the Articles of Incorporation, or Bylaws, shall be secret ballot and in conformity with the law.

SECTION 7: Proxies

At all meetings of members a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be voted at any meeting of the members unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated, or any adjournment of such meeting. No person shall vote as proxy for more than three (3) members at any meeting of the members and no proxy shall be valid after sixty (60) days from the date of its execution. A member signing a proxy may attend a meeting of the members and may revoke a proxy theretofore executed and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if a proxy had not been executed.

SECTION 8: Voting By Mail or Electronic Transmission

A member who has not executed a proxy as set forth in the preceding section may vote by mail or electronic transmission upon any proposition, motion, or resolution concerning which a ballot has been furnished by the Secretary in accordance with these Bylaws. Each member of

the Cooperative shall be afforded the opportunity, subject to the procedure in this section, to vote by mail or electronic transmission for the election of directors and upon any motion of resolution placed on the ballot by the Board of Directors. The Secretary shall be responsible for setting forth in the notice of meeting the text of any ballot for the election of directors or any other such motion, proposition or resolution to be acted upon. The Secretary shall furnish a ballot and preaddressed, postage-paid ballot envelope to all members. A member choosing to vote by mail shall enclose the signed ballot in the ballot envelope and mail it to the Cooperative, which may be counted if received by the date and time of the meeting. No member of the Cooperative who has voted by mail shall vote again either in person or by proxy on any matter included in the mail ballot furnished by the Secretary for such meeting. Any such member may, however, vote at the meeting either in person or by proxy on any matter properly brought before the meeting which was not included on the mail ballot.

Any member who is absent from any annual or special meeting of the members may vote by mail or electronic transmission, on the ballot herein prescribed, at any election of any Director of the Cooperative and upon any motion, resolution or amendment which the Board of Directors may in its discretion submit to the members for a vote. The ballot shall be in the form prescribed by the Board of Directors of the Cooperative and shall contain the exact text of the proposed motion, resolution or amendment to be acted upon at such meeting and the date of the meeting; and shall also contain spaces opposite the text of such motion, resolution or amendment in which such member may indicate his or her affirmative or negative vote therein. Such member shall express his or her choice by making an "x" in the appropriate space upon such ballot. Such ballot shall be certified to and signed by the member, if an individual, or if a corporation or public body, by the President or Secretary thereof, or other authorized representative of the entity. Such ballot shall be enclosed in a sealed official envelope provided by the Cooperative, bearing the member's name and address, addressed to the Secretary and deposited in the U.S. Mail, postage prepaid and, when received by the Secretary of the Cooperative, shall be accepted and counted as the vote of the absent member at such meeting. The failure of any such absent member to receive a copy of any such motion or resolution or ballot shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 9: Order Of Business

The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at such meeting:

- a. Report on the number of members present in person in order to determine the existence of a quorum,
- b. Reading of the notice of the meeting and proof of the timely publication or mailing thereof, or the waiver or waivers of notice of meeting, as the case may be,
- c. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless minutes presented for approval shall have been furnished by a timely mailing or have been distributed at the meeting to all active members present.

In such case, the President may entertain a motion from the floor to dispense with the reading of such minutes,

- d. Presentation and consideration of reports of officers, directors, and committees,
- e. Election of directors,
- f. Unfinished business,
- g. New business, and
- h. Adjournment.

Notwithstanding the foregoing, the Board or the members themselves may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business, the transaction of which is necessary or desirable in advance of any other item of business; provided that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

ARTICLE V DIRECTORS

SECTION 1: General Powers

The business and affairs of the Cooperative shall be managed by a Board of not less than five (5) nor more than nine (9) directors which shall exercise all of the powers of the Cooperative except such as are conferred upon or reserved to the members by law, the Articles of Incorporation, or these Bylaws.

SECTION 2: Election And Tenure Of Office

The term of office of Directors shall be three (3) years. However, for the first election upon formation of the Cooperative, the Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible, with the term of office of the directors of the first class to expire at the next succeeding annual meeting, the term of the second class to expire at the second succeeding annual meeting and the term of the third class to expire at the third succeeding annual meeting; and at such annual meeting, after such classification, a number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting.

Directors shall be elected by secret ballot, by and from the members of this Cooperative, and shall serve until the third succeeding annual meeting of the members or until their successors shall have been elected and shall have qualified. If there is no competition for the seat or seats to be filled, a voice vote will be taken.

If an election of Directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a Special Meeting of the members shall be held for the

purpose of electing Directors within a reasonable time thereafter. Directors may be elected by a plurality vote of the members.

The Board of Directors shall, by resolution, from time to time, determine the number of Directors to serve on the Board from each county, exchange, or area served by the Cooperative, and Directors shall be residents thereof.

SECTION 3: Qualifications To Become Or Remain A Director

No person shall be eligible to become or remain a director of the Cooperative who:

- a. is not a member; or
- b. is an employee of the Cooperative or is in any way employed by or financially interested in an enterprise or a business engaged in selling communications or broadband information services or supplies, or constructing or maintaining said facilities, other than a business operating on a cooperative nonprofit basis; provided, however, that the Board may grant exceptions for "de minimus" situations.
- c. is closely related to an incumbent Director or an employee of the Cooperative. As used here, "closely related" means a person who is related to the principal person by consanguinity or affinity, to the second degree or less--that is, a person who is either a spouse, child, grandparent, parent, brother, sister, aunt, uncle, nephew, or niece, by blood or in law, of the principal. However, no incumbent Director shall lose eligibility to remain a Director or to be reelected as a Director if he becomes a close relative of another incumbent Director or of a Cooperative employee because of a marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Cooperative if he or she becomes a close relative of a Director because of a marriage to which he or she was not a party.
- d. To remain a director, the incumbent must attend a majority or more of the regular meetings during each twelve (12) month period beginning with the month of his/her election. Upon establishing the fact that a Director is not in compliance with the foregoing provisions, the Board shall record such facts with the minutes of their next regular or special called meeting at which time such Director shall no longer be a member of the Board and his/her position shall be declared vacant. Any vacancy shall be filled according to the terms of Article V, Section 7, of these Bylaws. Nothing contained in this section shall affect in any manner the validity of any action taken at any meeting of the Board prior to such removal of such Director.

SECTION 4: Nominations

It shall be the duty of the Board to appoint, not less than thirty (30) days nor more than one hundred twenty (120) days before the date of a meeting of the members at which Directors are to be elected, a Committee on nominations consisting of not less than five (5) members who shall be selected from all of the service areas of the Cooperative so as to ensure equitable representation. No Director may serve on such committee. The Committee shall prepare and post at the principal office of the Cooperative, at least thirty (30) days before the meeting of the

members, a list of nominations for Directors which shall include as many nominees for each Board position to be filled at the election, as the Committee deems advisable. The Secretary of the Cooperative shall be responsible for mailing with the notice of the meeting or separately, but at least ten (10) days before the date of the meeting of the members, a statement of the number of Directors to be elected and the names and addresses of the candidates nominated by the Committee on Nominations. Such statement of the Secretary shall also inform the members of the manner in which they may vote by mail for Directors as provided in this section. Any fifteen (15) or more members acting together may make other nominations by petition and the Secretary of the Cooperative shall post such nominations at the same place the list of nominations made by the Committee on Nominations is posted. Nominations made by petition, if any, must be received by the Secretary at least five (5) days before the mailing of ballots in order to be included on mailed ballots, but may still be included on the official ballot at the meeting thereafter.

SECTION 5: Removal Of Director By Members

Any member may bring charges against a Director and may request his or her removal by filing with the Secretary of the Cooperative such charges in writing together with a petition signed by at least ten percent (10%) of the members of the Cooperative. Such charges must be related to or have some connection with the responsibilities and obligations of said Director. The Director subject to said charges shall be informed in writing of the charges by the Secretary of the Cooperative at least thirty (30) days prior to the date of a meeting of the members of the Cooperative at which the charges are to be considered and shall have an opportunity at such meeting to be heard in person or by Counsel and to present evidence in respect to the charges; and the person or persons bringing the charges shall have the same opportunity. The question of removal of the subject Director shall be considered and voted upon at such meeting duly called and held as prescribed under these Bylaws, and any vacancy created by such removal shall be filled according to the provisions of these Bylaws.

SECTION 6: Resignations

A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

SECTION 7: Vacancies

A vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term; provided, however, that in the event the vacancy is not filled by the Board within ninety (90) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with the foregoing provisions with respect to nominations.

SECTION 8: Compensation

Board members shall, as determined by resolution of the Board, receive a fixed sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs, or performing Committee assignments when authorized by the Board. If authorized by the Board, Board members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business, or be granted a reasonable per diem allowance by the Board in lieu of detailed accounting for certain expenses as set by the Board. Board members who elect to participate may be extended various forms of liability and accident insurance as well as participation in benefits provided to employees, except for benefits based on salary. No Board member shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a Board member receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the Board. For purpose of this section, "close relative" includes grandparent, parent, husband, wife, child, grandchild, brother, sister, aunt, uncle, nephew, and niece, by blood, by marriage, or by adoption, and the spouse of any of the foregoing.

SECTION 9: Rules, Regulations, Rate Schedules, And Contracts

The Board of Directors shall have power to make, adopt, amend, abolish and promulgate such rules, regulations, rate classifications, rate schedules, contracts, security deposits or any other types of deposits, payments or charges including contributions in aid of construction, or cause said matters to be submitted for any appropriate governmental regulatory approval, not inconsistent with law or the Articles of Incorporation or Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative. Further, the Board of Directors may constitute itself into committees for the purpose of studying and making recommendations to the full Board in the course of its decisional processes.

SECTION 10: Education Fund

The Board of Directors shall have the power to establish an Education Fund, and make reasonable contributions thereto, and may incur reasonable expenses for educational purposes that are aimed at benefiting the Cooperative and its members, and in promoting the provision of advanced communications and related services to the Cooperative's service territory.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: Regular Meetings

A regular meeting of the Board may be held without notice, immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board shall also be held monthly at such time and place in the counties served by the Cooperative as designated by the Board. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2: Special Meetings

Special meetings of the Board may be called by the President or by any three (3) Directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or Directors calling the meeting shall fix the time and place (within the area served by the Cooperative) for the holding of the meeting. If all Directors consent, a special meeting called by the Directors may be held elsewhere.

SECTION 3: Participation By Teleconference.

Unless specifically prohibited by law, regular or special meetings may be conducted through the use of conference telephone or other communications equipment provided all persons participating in the meetings can communicate with each other. Such participation will constitute attendance and presence in person at the meeting of the persons so participating.

SECTION 4: Notice Of Board Meetings

Written notice of the time, place, and purpose of any special meeting or conference of the Board shall be delivered to each Director at least five (5) days previous hereto either personally or by mail or by electronic transmission, by or at the direction of the Secretary, or upon default in duty by the Secretary, by the President or the Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Director at his or her address as it appears on the records of the Cooperative, with first-class postage thereon prepaid. Any Director may waive notice of any meeting. The attendance or conference participation of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends or participates in a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

SECTION 5: Quorum

A majority of the Board shall constitute a quorum, provided, that if less than such majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The action of a majority of the Directors present or participating, and voting, at a meeting at which a quorum is present shall be the action of the Board.

SECTION 6: Unanimous Consent In Writing

Unless otherwise prohibited by law, Board actions may be taken without a meeting and without a vote if unanimous consent of the Board is obtained in writing setting forth the action taken in detail and the writing is signed by all Directors entitled to vote, and is thereafter filed with the minutes of the Board in the corporate records.

SECTION 7: Committees

The Board of Directors may create one or more Committees and appoint members of the Board of Directors to serve thereon. Each Committee may have two (2) but not more than three (3) members who serve at the pleasure of the Board of Directors. The creation of a Committee and appointment of members thereto shall be approved by a majority of all the Directors in office when the action is taken.

To the extent specified by the Board of Directors, or in the Articles of Incorporation or these Bylaws, each Committee may exercise the authority of the Board of Directors, except that a Committee may not:

- a. Approve or recommend any matter which requires approval by the members of the Cooperative;
- b. Fill vacancies on the Board or any of its Committees;
- c. Amend Articles of Incorporation;
- d. Adopt, amend or repeal the Bylaws;
- e. Approve any plan of merger or sale of any assets of the Cooperative; or
- f. Authorize or approve any distribution, except according to a general formula or method prescribed by the Board of Directors.

All of the above Committees and their members shall be governed by the same requirements as the Board of Directors with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors.

SECTION 8: Membership Attendance

Regular meetings, special meetings and work sessions shall be open to all Cooperative members. No closed or executive sessions shall be held except to discuss: (a) matters the immediate knowledge of which would have an adverse effect on the Cooperative's finances; (b) subjects that tend to prejudice the reputation and character of a person; however, that person may request a public discussion; or (c) matters discussed with an attorney for the Cooperative, the immediate knowledge of which could have an adverse effect on the Cooperative's legal position.

SECTION 9: Minutes

Minutes shall be kept for all regular and special meetings. Voting shall be conducted in such a manner that the members may know the vote of each Board member. All voting shall be by a voice vote unless a Board member or Cooperative member requests a vote by a showing of hands or otherwise. Copies of the minutes shall promptly be given to Cooperative members upon request. The Board may prescribe a reasonable fee for such copies, provided such fee shall not exceed the estimated labor and material costs of reproducing the minutes.

ARTICLE VII OFFICERS

SECTION 1: Number And Titles

The officers of the Cooperative shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board from time to time. The offices of Secretary and Treasurer may be held by the same person. All officers shall be Directors.

SECTION 2: Election And Term Of Office

The officers shall be elected by ballot, if there is a contest, and if not, by voice vote or any other method designated by the person presiding. They shall be elected annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members, or until a successor shall have been elected and shall have qualified. Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 3: Removal Of Officers And Agents By The Board

Any officer or agent elected or appointed by the Board may be removed by the Board or by the members for cause related to the position whenever, in its judgment, the best interests of the Cooperative will be served thereby. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the Board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity.

SECTION 4: Vacancies

Except as otherwise provided in these Bylaws, a vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5: President

The President shall:

- a. Be the principal executive officer of the corporation, and unless otherwise determined by the members of the Board, shall preside at all meetings of the members and the Board;
- b. Execute and sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts, certificates of membership (if any), or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be

expressly delegated by the Board or by these Bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and,

- c. In general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6: Vice President

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board.

SECTION 7: Secretary

The Secretary shall be responsible for:

- a. Keeping a register of the names and post office addresses of all members; Keeping the minutes of the meetings of the members and of the Board in one or more books provided for that purpose;
- b. Seeing that all notices are duly given in accordance with these Bylaws or as required by law;
- c. The safekeeping of the corporate books and records and the Seal of the Cooperative and affixing the Seal of the Cooperative to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions of these Bylaws;
- d. Keeping a register of the names and post office addresses of all members;
- e. Keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Cooperative containing all amendments thereto (which copy shall always be open to the inspection of any member) and, at the expense of the Cooperative, furnishing a copy of these Bylaws and of all amendments thereto to each member; and,
- f. In general performing all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Board; provided, however, that the Secretary shall have authority, with the approval of the Board, to delegate to the General Manager the authority to appoint employees of the Cooperative to actually carry out the responsibilities set forth in this Section.

SECTION 8: Treasurer

The Treasurer shall be responsible for:

- a. Custody of all funds and securities of the Cooperative;

- b. The receipt of and the issuance of receipts for all monies due and payable to the Cooperative and for the deposit of all such monies in the name of the Cooperative in such financial institutions as shall be selected in accordance with the provisions of these Bylaws; provided, however, that the Treasurer shall have authority, with the approval of the Board, to delegate to the General Manager the authority to appoint employees of the Cooperative to actually carry out the responsibilities set forth in this Section; and
- c. The general performance of all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

SECTION 9: General Manager

The Board shall appoint a General Manager, who may be, but who shall not be required to be, a member of the Cooperative. The General Manager shall perform such duties as the Board may from time to time assign to the General Manager. The General Manager shall not be a Board member.

SECTION 10: Bonds

The Board shall require the Treasurer, the General Manager, and any other officer, agent, or employee of the Cooperative charged with responsibility for the custody of any of its funds or property to provide a bond in such sum and with such surety as the Board shall determine. The Board, in its discretion, may also require any other officer, agent, or employee of the Cooperative to provide a bond in such amount and with such surety as it shall determine. The costs of all such bonds shall be borne by the Cooperative.

SECTION 11: Compensation

The powers, duties and compensation of officers, agents or employees shall be fixed or approved by the Board, subject to the provisions of these Bylaws with respect to compensation for Directors and to close relatives of Directors.

SECTION 12: Reports

The officers of the Cooperative shall submit, at each annual meeting of the members, reports covering the business of the Cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year. The President and Secretary shall also prepare, sign, and file annual reports with the State of Michigan as required by law. The President and Treasurer shall also ensure the filing of such state, federal, local, or other tax returns or other financial reports as may be required by law.

**ARTICLE VIII
CAPITAL CREDITS**

SECTION 1: Interest Or Dividends On Capital Prohibited

The Cooperative shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or be payable by the Cooperative on any capital furnished by its patrons.

SECTION 2: Determination And Allocation Of Net Savings And Patronage Capital In Connection With Furnishing Communications And Related Services; Apportionment Of Losses

[To be added if Coop actually a service provider]

**ARTICLE IX
INDEMNIFICATION**

SECTION 1: Personnel of the Cooperative

The Cooperative shall indemnify all persons who were or are directors, officers, agents and employees, against liability and expenses to the extent that the Michigan Nonprofit Corporation Act or other provisions of law permits and so long as their acts or omissions constituting the grounds for the alleged liability were performed in their official capacity and, if actionable, were based upon good faith business judgment and the belief that the acts or omissions were in the best interest of the Cooperative. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees or agents and their respective heirs, executors and administrators.

The Cooperative shall indemnify the above-described personnel of the Cooperative against liabilities, claims, fines, and penalties imposed upon or asserted against him/her (including amounts paid in settlement) by reason of having been a director, officer, or employee, whether or not continuing to be so, and against all expenses (including counsel fees) reasonably incurred by him/her in connection therewith, except in relation to matters as to which such person shall have been finally adjudged liable by reason of his/her willful misconduct or knowing violation of the criminal law in the performance of his/her duties as such director, officer, or employee. The Cooperative may, in the discretion of the Board of Directors, reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if:

- a. The director, officer, or employee furnishes a written statement to the Cooperative of his/her good faith belief that he/she is entitled to indemnification from the Cooperative.

- b. The director, officer, or employee furnishes to the Cooperative a written undertaking to repay any funds advanced if it is ultimately determined that he/she is not entitled to indemnification from the Cooperative, and
- c. The Board of Directors of the Cooperative shall determine that the facts then known do not preclude indemnification of the director, officer, or employee. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Cooperative to indemnify or contract in advance to indemnify any person who was or is a party to any proceeding, by reason of the fact that he/she is or was an employee or agent of the Cooperative, or is or was serving at the request of the Cooperative as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, to the same extent as if such person were specified as one to who indemnification is granted above.

SECTION 2: Insurance

The Cooperative may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Cooperative, or is or was serving at the request of the Cooperative as a director, officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other profit or nonprofit enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his/her status as such, whether or not the Cooperative should have power to indemnify him/her against such liability under the provisions of this Article.

SECTION 3: Applicability

The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any material claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

**ARTICLE X
DISPOSITION AND PLEDGING OF PROPERTY**

The Cooperative may not sell, mortgage, lease, transfer, or otherwise dispose of or encumber any of its property other than:

- a. Property which in the judgment of the Board of Directors neither is nor will be necessary or useful in operating and maintaining the Cooperative's system and facilities; provided, however, that all sale of such property shall not in any one (1) year exceed in value ten percent (10%) of the value of all of the property of the Cooperative;
- b. Services of all kinds, including communications and related services;
- c. Personal property acquired for resale

With respect to all other transfers or encumbrances, the Cooperative may at any meeting of its Board of Directors, sell, mortgage, lease, transfer, or exchange all or any substantial portion in excess of ten percent (10%) of its total assets; merge with or consolidate into another entity; dissolve the Cooperative; or file for bankruptcy with the United States Bankruptcy Court upon such terms and conditions as the Board of Directors deems expedient and for the best interests of the Cooperative, when and as authorized by the affirmative vote of at least two-thirds (2/3) of the total members of the Cooperative cast in person, or by mail, at a meeting of the members preceded by notice that includes a clear explanation of the action to be voted upon, and if also authorized by the holders of at least seventy-five percent (75%) of the outstanding indebtedness of the Cooperative; Provided further, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from United States of America, or any agency or instrumentality thereof, or from a national financing institution organized on a cooperative plan for the purpose of financing its members' programs, projects and undertakings, in which the Cooperative holds membership, or from a financial institution incorporated under the laws of the State of Michigan or the United States of America, and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbrancing of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board of Directors shall determine.

**ARTICLE XI
FINANCIAL TRANSACTIONS**

SECTION 1: Contract

Except as otherwise provided in these Bylaws, 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 and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

SECTION 2: Checks, Drafts, Payments, Indebtedness

All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Cooperative shall be signed by such officer(s), agent(s), or employee(s) of the Cooperative and in such manner, as shall from time to time be determined by resolution of the Board.

SECTION 3: Deposits

All the funds of the Cooperative shall be deposited from time to time to the credit of the Cooperative in such institutions as the Board may select.

SECTION 4: Change In Rates

Rate changes shall be approved by the Board of Directors and by applicable regulatory agencies. Written notice shall also be given to the members and to any local, state, or federal governmental unit or agency entitled to said notice.

SECTION 5: Fiscal Year

The fiscal year of the Cooperative shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XII MISCELLANEOUS

SECTION 1: Membership In Other Organizations

The Cooperative may become a member or purchase stock in other profit or nonprofit organizations, associations, partnerships, or joint ventures when the Board finds that the general or long-term interests of its membership will be served by such investments or participation.

SECTION 2: Dispute Resolution Body

The Cooperative, by its Board of Directors, may establish a neutral dispute resolution body to settle disputes between the cooperative and any of its members. A dispute resolution body shall be composed of individuals who are approved by both parties to the dispute, which individuals may be members or nonmembers, but not officers or directors of the Cooperative. Any person becoming a member shall, by becoming a member, agree that his or her membership in the Cooperative is conditioned upon participation in good faith in the dispute resolution process authorized by this section.

SECTION 3: Waiver Of Notice

Any member or Director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in case a member or Director shall attend a meeting for the express purpose of objecting to the transaction of any business, on the grounds that the meeting has not been lawfully called or convened.

SECTION 4: Policies, Rules, And Regulations

The Board shall have power to make and adopt such policies, rules, and regulations, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management of the business and the affairs of the Cooperative.

SECTION 5: Accounting System And Reports

The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Federal Communications Commission, Michigan Public Service Commission, or and other applicable regulatory authorities. The Board of Directors shall also cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of each fiscal year. Such audit reports shall be submitted to the members at or prior to the next succeeding annual meeting of the members.

SECTION 6: Area Coverage

The Board shall make diligent efforts to see that communication services are provided to all unserved persons within the Cooperative service area who: (a) desire such service; and (b) meet all reasonable requirements established by the Cooperative as a condition of such a service.

SECTION 7: Rates And Service Conditions

The tariffs containing the rates, terms and conditions of service, along with the Cooperative's service policies and procedures for the resolution of disputes, shall be outlined in the Cooperative's "Summary of Rates and Service Policies" which shall be adopted by the Cooperative's Board of Directors. The Cooperative shall make the Summary available for general inspection by members during the Cooperative's normal hours of business operation.

SECTION 8: Membership Certificates

Membership in the Cooperative shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors, consistent with applicable laws, the Articles of Incorporation, and these Bylaws. Each member certificate shall be signed by the President and the Secretary of the Cooperative, and shall have the corporate seal affixed thereto. No membership certificates shall be issued for less than the membership fee established by the Board, nor until such membership fee has been fully

paid. In the case of a lost, destroyed, or mutilated certificate, a new certificate may be issued therefore upon such terms and such indemnity to the Cooperative as the Board of Directors may prescribe.

SECTION 9: Robert's Rules Of Order

All meetings of the Cooperative and the Board of Directors will be subject to the latest edition of Robert's Rules of Order, with the exception that the President is allowed to vote.

SECTION 10: Seal

The Corporate Seal of the Cooperative shall have inscribed thereon the name of the Cooperative and the words, "Corporate Seal".

ARTICLE XIII AMENDMENTS OF ARTICLES OF INCORPORATION OR BYLAWS

An amendment to the Articles of Incorporation may be proposed by the Board or by 10% or more of the members, and shall be considered at the next annual or special meeting.

These Bylaws may be altered, amended or repealed by the members of the Cooperative or by the affirmative vote of two-thirds (2/3) of the Board of Directors, at any regular or special meeting of the members or of the Board of Directors, respectively, of which meeting notice shall have been given, provided that notice of such proposed alteration, amendment or repeal shall have been contained in the notice of such meeting; and provided further, that the Board of Directors shall not make, alter, amend or repeal any Bylaws fixing their qualification, classifications or terms of office. Any alteration, amendment or repeal by the Board of Directors shall be submitted for consideration at the next meeting of the members of the Cooperative, provided that notice of the proposed submission shall have been given with the notice of the meeting, and any action then taken by the members with respect to such alteration, amendment or repeal shall be binding on the Board of Directors.

Member approval of amendments to the Articles of Incorporation or the Bylaws shall be by the affirmative vote of a majority of the votes cast by members eligible to vote at a meeting called according to proper notice as provided in these Bylaws. Amendments of the Articles of Incorporation, or of the Bylaws, shall also comply with Section 1145 and 1146 of the governing Act.

