

EAST CENTRAL VERMONT TELECOMMUNICATIONS DISTRICT (The “District”, or “ECFiber” or “ECF”)

GOVERNING BOARD BYLAWS

SECTION 1. PURPOSE Whereas, in accordance with Act 41 of the 2015-2016 Session of the Vermont State Legislature (“Enabling Legislation”), the East Central Vermont Telecommunications District has satisfied the requirements of said Act to qualify as a Communications Union District, the ECF Governing Board (the “Board”) shall exist for the purpose of carrying out the roles and responsibilities described in said Act or any subsequent amendments.

SECTION 2. ORGANIZATION As used herein, the term Town shall be understood to mean any member Town or City, and the term Select Board shall similarly imply either a Select Board or City Council, as appropriate. The ECF Governing Board consists of the delegates as appointed by the Select Boards of the District's member Towns. The Select Board of each member town shall appoint a primary delegate, and is encouraged to appoint one or two alternate delegates. Each such duly appointed delegate becomes a member of the Governing Board **by** presenting a letter of appointment from his or her town's Select Board effective upon notification of the appointment being received by the Secretary.

SECTION 3. REGULAR MEETINGS The Governing Board shall hold its annual meeting on the second Tuesday of May. In addition the Board will establish a schedule of regular meetings of the Board.

SECTION 4. SPECIAL MEETINGS Special Meetings of the Board may be called at any time by the Chair, or shall be called by the Secretary upon written request of members of the Board representing a majority of the member Towns. Except in case of emergency, each member of the Board shall be given at least 24 hours' notice of any special meeting in accordance with the Vermont Open Meeting Law.

SECTION 5. QUORUM For the purpose of transacting business, the presence of delegates 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 by law, or as may be agreed upon by the board, Robert's Rules of Order shall govern at all meetings.

SECTION 7. VOTING Each member town shall be entitled to cast one vote by a delegate present. Every town represented at a meeting shall identify its Voting Delegate during the attendance portion of the Board meeting so there is no ambiguity about which delegate from a town is entitled to vote. Except as otherwise provided herein, or in the Enabling Legislation, a majority of the votes cast shall be required to approve any action.

SECTION 8. TERMS OF OFFICE Governing Board: The member town delegates who make up the Board shall each be appointed by their Select Boards to serve for one year, from one annual meeting to the next, or until his or her successor is duly appointed. Executive Committee: The Chair and Vice-Chair shall be elected for 1-year terms and are eligible to be reelected to successive terms without limit. Non-officer members of the Executive Committee 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, Vice-Chair, and, as needed, at-large members of the Executive Committee. The Board may also elect other Executive Committee members, as it deems appropriate, for the conduct of its business.

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 temporary absence or inability of the Chair to perform his or her duties, the Vice Chair shall perform such duties. If the vacancy becomes permanent due to death, disability, resignation or removal, the Vice Chair shall serve as acting Chair until the vacancy is filled.

SECTION 12. SECRETARY The Secretary shall be elected annually by the Governing Board and shall be an ex-officio, non-voting member of the Executive Committee. The Secretary may, or may not, be a member of the Governing Board. The Secretary shall be Clerk of the District and shall execute all duties assigned to the Clerk by the Enabling Legislation. He or she shall have custody of the public records of the District and shall record all votes and proceedings of the District, including meetings of the District 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 body corporate.

SECTION 13. TREASURER The Treasurer shall be appointed annually by the Executive Committee and shall be an ex-officio, non-voting member of the Executive Committee. The Treasurer may not be a member of the Governing Board. The Treasurer shall have the custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Governing Board, the Treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies as may be required to carry out the provisions of the District and the Operating Agreement, as well as any and all valid contracts to which the District is a party, and pay out and disburse the same.

SECTION 14. EXECUTIVE COMMITTEE: The Governing Board shall elect from its membership an Executive Committee consisting of a total of seven members: Chair, Vice-Chair, plus five non-officer at-large members. In addition, the Treasurer and Secretary are ex-officio, non-voting members. The Governing Board shall, at its annual meeting, elect one member of the Executive Committee to a two year term and one to a three year term. The Executive Committee performs duties as assigned or delegated by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member towns while also taking into consideration expertise available and needed. No town shall have more than one voting member on the executive committee. This does not prevent any single town from being represented by a voting member and the Secretary.

SECTION 15. VACANCY If the absence or inability of any of the Executive Committee members to perform his or her duties or exercise his or her powers becomes permanent due to death, disability, resignation or removal, the Board shall elect replacement(s) from among its membership. Executive Committee vacancies shall be filled as soon as practical after proper notice, by election at the next regular or special meeting of the Governing Board.

SECTION 16. RECORDS The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the District shall be governed by the laws of this State relating to open meetings and accessibility of public records. Governing Board members, having an absolute right to access to any District record, shall not be subject to any fee that might otherwise be levied under open meeting regulations. Similarly, any materials deemed to be non-public, with the exception of personnel records, shall be made available to any Governing Board member upon request at no charge.

SECTION 17. 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 18. OTHER COMMITTEES As provided in the Enabling Legislation, the Governing Board may choose to establish other committees at its discretion for the purpose of advising the Governing Board such as a Finance Committee and an Audit Committee. Membership in such committees is not limited to Board members.

SECTION 19. REIMBURSEMENT OF OFFICERS Any Officer or Member of the Executive Committee shall be reimbursed for such expenses incurred in the discharge of their duties hereunder, as may be authorized or approved by the Governing Board.

SECTION 20. Removal of Officers Any member of the Executive Committee may be removed by a two-thirds vote of the Governing Board whenever, in its judgment, the best interest of ECF will be served thereby.

SECTION 21. 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 22. INSURANCE AND INDEMNIFICATION To the fullest extent afforded by law, including procuring and maintaining insurance through commercial carriers or municipal risk retention groups with limits in such amounts as the Governing Board shall deem sufficient to cover foreseeable risk, the District shall indemnify and defend its Governing Board and its officers from claims allegedly arising out of actions and omissions arising in such capacity.

SECTION 23. CONFLICTS OF INTEREST. The Governing Board shall adopt a conflicts of interest policy, which shall be binding upon Governing Board members and all District Officers.

SECTION 24. AMENDMENT Amendments to these by-laws must be proposed and warned by written notice to all members before or at a regularly scheduled meeting of the Board, and to become effective, must then be adopted by two-thirds of members present and eligible to vote at the next regularly scheduled Board meeting no less than three weeks later.

SECTION 25. SAVINGS/SEVERABILITY. If any term or provision of these Bylaws shall be invalidated, such action shall not affect the balance of these Bylaws.