

# TUNe BYLAWS

## ARTICLE I – ORGANIZATION AND NAME

This Corporation is a non-stock, non-profit corporation existing under the provisions of the laws of the State of Arkansas. The name of the corporation is the Telecommunications Users Network, Inc., (here after referred to as TUNe.)

## ARTICLE II – PURPOSES

1. The purposes of this Corporation are:
  - a. to promote the highest standards of ethics and services among its members
  - b. to provide members and others with opportunities for dialogue, education, advancement and improvements of all aspects of the Telescan system through meetings, seminars, other programs and activities
  - c. to articulate and advocate needs and interests of members with Telescan equipment and with others
  - d. to stimulate interest and demand for industry products and services to the benefit of the members
  - e. to pursue group buying opportunities, enhancements and discounts to the advantage of the members
  - f. to have and to exercise to the extent necessary and desirable any of the above mentioned purposes, any and all powers permissible and conferred upon a non-profit corporation incorporated under the laws of the State of Arkansas.

## ARTICLE III – MEMBERSHIP

1. **Voting Membership:** There shall be one class of voting membership that shall be limited to persons who are a sole proprietor, Officer of the Corporation or Member of the LLC of one

which owns and operates a Telescan system and software. Multiple memberships due to ownership by the same member of multiple Telescan systems at different sites are not permitted. A member may give permission to a current employee of consistent payroll record to be a proxy voter at a TUNe meeting. A statement signed by the Member and written on company letterhead must be notarized and submitted to the Executive Director thirty (30) days prior to the annual TUNe meeting. A faxed copy may be sent with the original document made available to the Executive Director before voting at the annual meeting.

2. **Associate Membership:** Individuals companies who sell products or services to members and/or their respective companies may be eligible to join the organization as an Associate Member . Associate Members may not be in direct competition with Telescan or any products or services offered by Telescan. Such Associate Members shall be non voting members and must be approved by the by the Board of Directors.
3. **Hosted Membership:** Individuals or companies who rent or otherwise contract to utilize a Telescan system on a remote or hosted basis may be eligible to join the organization and must comply with application procedures described in these by-laws prior to access of any TUNe goods and services.
4. **Eligibility to vote:** All Voting Members in good standing shall be eligible to vote. In the event of a dispute regarding eligibility of any member to vote the Board of Directors shall be the final arbiter in the event of any dispute regarding the eligibility of any Member to vote.
5. **Application for Membership:** Application for membership for a Telescan user shall be in writing and signed by the potential Member. The application should state the legal name and all DBA's of the proposed member, the business address, telephone number, email address, website and length of time in business. The application must be accompanied by the first year's dues. No proration will be applied
6. **Suspension, removal and re-admission:** Any member who has failed to pay his or her dues or assessments within sixty (60) days of due date shall be notified in writing of suspension. If payment is not made on the delinquent account within thirty (30) days of such notice,

membership shall be automatically withdrawn. A member may seek re-admission following receipt of current year's dues. No proration will be applied.

#### **ARTICLE IV - DUES**

1. **Dues:** Membership Dues shall be as established by the Board of Directors from time to time.
2. **Initiation Fees and Assessments:** The Board of Directors may establish initiation fees or assessments of members from time to time as needed in the best interests of TUNe.

#### **ARTICLE V – OFFICERS AND DIRECTORS**

1. **Number, Election and Quorum:** There shall be five (5) Directors elected by the Members. At least four (4) elected Directors shall be Members . The fifth elected Director can be either a current Member in good standing or a current Member in good standings current employee of consistent payroll record. One (1) additional (non-voting) member appointed from the staff of Telescan shall be approved by the TUNe Board of Directors. All Directors must be members in good standing of TUNe. **A majority of Directors present at a duly called meeting shall constitute a quorum**
2. **Officers and Election:** The officers shall be Members or a current employee of consistent payroll record with their Member Owner's written approval that will be appointed by the incoming Board of Directors and preside as President, Vice-President (President Elect), Secretary and Treasurer
3. **Term:** The term of Directors shall be five (5) Directors for two (2) year terms.. Board members shall be limited to two (2) consecutive elected terms each.
4. **Past President:** The outgoing President shall serve as Honorary Director of TUNe during the succeeding administration, but without a vote.
5. **Vacancies:** Vacancies occurring on the Board of Directors except the President may be filled by an interim appointment. The appointment must be made by the President and approved by a majority of the Board of Directors. The Interim Director shall serve for

the unexpired term and shall not be disqualified from election to a full term at the next annual meeting of the membership.

## **ARTICLE VI – POWERS AND DUTIES OF OFFICERS AND DIRECTORS**

1. **President:** The President shall preside as Chairman at all TUNe meetings and meetings of the Board of Directors. He or she shall appoint all committees and their chairpersons. The President shall be a Member and an ex-officio member of all committees except the nominating committee.
2. **President Elect/Vice President:** The Vice-President shall be a member and assume the duties of the President in his/her absence or inability to attend a duly called meeting of the Board of Directors or of the membership.
3. **Secretary:** The Secretary shall be a Member and be responsible for keeping records of all meetings of the Membership or the Board of Directors and any action there-at. The Secretary shall give notice of all meetings of Members and Directors.
4. **Treasurer:** The Treasurer shall be a Member and keep proper accounts of all money received and expenses. The Treasurer shall make disbursements upon the order of the President. The Treasurer shall make an annual report to the membership and to the Board of Directors.
5. **Powers:** The Board of Directors shall have the power and the duty to conduct the affairs of TUNe except as otherwise provided in these By-Laws. They may adopt such rules and regulations as they may deem expedient for the good order, welfare and convenience of the members. They may engage agents, independent contractors and employees. They may suspend from the Board of Directors and/or TUNE membership any member deemed guilty of acts which may be determined to be detrimental to the best interests of TUNe. They may remove a Director at any time, with or without cause, by a majority vote of the Board of Directors. Any Director who, without being excused by the majority of the Board of Directors, is absent from two (2) consecutive

meetings of the Board, shall be removed from office and have a successor appointed. Any member suspended shall have the right to appeal to the membership at the annual meeting by submitting the intent to appeal to the Secretary no later than 30 days prior to the next annual meeting.

6. **ATSI REPRESENTATION:** The Board of Directors shall appoint a representative to the ATSI Board from the TUNE Voting Membership. This representative must adhere to the expectations set by TUNE as directed by the Board of Directors.
  
7. **Authority and Responsibility:** The Executive Director, or other such management personnel, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President.
  - (a) The Executive Director shall supervise, direct, and control the business affairs of the Association; hire, supervise and direct all employees of the Association;
  
  - (b) Have the power to delegate responsibilities and commensurate authority to his or her subordinates;
  
  - (c) Supervise, direct, and control the collection and disbursement of all funds of the Association in accordance with the specific or general policies and instructions of the Board of Directors;
  
  - (d) Attend all meetings of the Board of Directors and all Committees and, whenever practical, serve as the staff advisor and recording secretary thereof;
  
  - (e) Have such powers and duties as may be prescribed by the Board of Directors from time to time.
  
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## **ARTICLE VII – ELECTIONS**

1. **Election of Directors:** A nominating committee of at least three (3) members, appointed by the President, shall annually present a slate of nominees to be elected at the annual meeting of the Members. At least thirty (30) days prior to the annual meeting, the slate of nominees shall be distributed to the Members. Additional nominations may be made from the floor prior to the election.

Any member who wishes to serve on the Board should submit to the President in writing, notice of their interest at least thirty (30) days in advance of the meeting in order to be placed on the ballot.

Directors shall be elected at the annual membership meeting by ballot vote of the members in good standing that are present. Proxy votes may be cast for the election of the board of directors in accordance with provisions set forth in Article III Section 1.

After nominations are closed, the President shall conduct the election following good parliamentary procedure. The ballots should be counted and the results announced immediately. The candidates receiving the majority of votes of the members present shall be declared elected.

2. **Term:** Officers and Directors shall take office immediately upon adjournment of the annual membership meeting and shall hold office until their successors have been duly elected.
3. **Committees:** The standing committee shall be the nominating committee. Other committees may be appointed by the President.

## **ARTICLE VIII – MEETINGS**

1. **Annual Meeting:** The Annual meeting of the members shall be held at such time and place as determined by the Board of Directors. Notice of the Annual meeting shall be mailed or E-Mailed by the Secretary to all members at least Thirty (30) days prior to the date.
2. **Special Meetings:** Special meetings of the Board of Directors may be called by the President or by written request of Ten (10) members of TUNE to the President, stating the purpose of the meeting.
3. **Board Meetings:** The Board of Directors shall meet annually and at other times as may be called by the President, or by three (3) members of the Board of Directors.

4. **Quorum:** Twenty (20) percent of the members of TUNe in good standing, who are present in any meeting, shall be deemed a quorum for the conduction of elections and the business of the organization. A majority vote of the members present shall be sufficient for the adoption of any resolution.
5. **Record Date:** A record date for the purpose of determining members entitled to vote at any meeting of the members, or for the purpose of any other action shall be determined by the Board of Directors. The Record Date shall not be more than Sixty (60), nor less than Ten (10) days before the date of the meeting, nor more than Sixty (60) days before any other action.
6. **Action without meeting:** Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee, may be taken without a physical meeting, if before or after the action, all members of the Board or of the committee consent in writing. The consent has the same effect as a vote of the Board or the committee for all purposes and shall be filed with the minutes of the proceeding meeting of the Board of Directors or the Committee.
7. **Participation without meeting:** Members of the Board of Directors or any Committee may participate in a meeting of the Board of Directors or Committee by conference telephone call or similar electronic communication means of which all persons participating in the meeting can communicate with each other. Participating by such means shall constitute presence in person at a meeting.

## **ARTICLE IX – LIMITATIONS OF AUTHORITY**

No member or group of members shall take action in the name of or on behalf of TUNe unless duly authorized in conformity with these bylaws. Any unauthorized action in the name of TUNe shall be deemed wholly void and not binding on TUNe or any of its members. The action shall not be construed to be construed to be the official act or acts of TUNe.

## **ARTICLE X – INDEMNIFICATION**

**The Corporation shall indemnify any Director, Officer, or former Director or Officer of the Corporation against any expense actually and reasonably incurred in connection with the defense of any action, suit of proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Director of Officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such persons duties to the Corporation. The Corporation may, but is not required to, obtain insurance providing for indemnification of Directors, Officers, and employees.**

## **ARTICLE XI - AMENDMENTS**

Any amendments, modifications or revisions of these Bylaws of TUNE shall be voted on by a majority of the Board of Directors at any meeting that has been duly called and notice of proposed amendment having been made in advance. A quorum of Directors must be present.

Any approved amendments, modifications or revisions shall be submitted to the Voting Membership thirty (30) days prior the annual TUNE meeting. Any amendments, modifications or revisions must then be ratified by a majority of the Voting Members or authorized proxy present at the annual TUNE meeting. A quorum of Directors must be present. Notwithstanding the foregoing, voting on Bylaws amendments may be conducted by mail or email.

REVISION/approved 9/12/11