

2021

# Annual Meeting of Members



**Havre - October 9th**  
MSU-Northern Student Union Building

**Big Timber - October 16th**  
Sweet Grass Fairgrounds Community Center

**Registration: 8:30 AM - Meeting: 10:00 AM - Lunch served afterwards**



You could win an  
iPad Pro!



Member gifts are  
made in Montana!

**LOCAL SERVICE. LOCAL TECHS.**





## A letter from the President - Richard Stuker

I would like to welcome all of the members of Triangle Telephone to our upcoming annual meetings, which will be held in Havre and Big Timber. Last year, the board intended to expand our annual meeting to increase the accessibility for Triangle's members. Our goal was to encourage more involvement by the members in our co-op's business, so we decided to have two annual meetings rather than the traditional one. Due to Covid

19, we decided that, for the safety of our members and employees we needed to cancel the 2020 annual meetings.

However, this year we are going to carry our plan forward and hold two meetings: one in Havre and one in Big Timber. At the meetings, there will be elections for four trustees. Two of the positions will be from last year's cancelled meetings and two positions will be from this year. Along with the trustee elections, we will be offering some by-law amendments for the members' consideration. These amendments will deal with changing from "in person voting only," to allow for mail-in ballot voting. In addition, these amendments would provide us the ability to offer more electronic options for meetings, if for any reason the board feels the in-person meetings might present a health risk or any other unsafe conditions. Another amendment would tighten up the requirements for trustee eligibility. As we are holding two meetings, no results will be posted until the end of the second meeting, which will take place in Big Timber.

Throughout the Covid-19 pandemic this past year, Triangle's employees performed at their usual high standards under difficult circumstances. We were able to stay on schedule for fiber to the home construction, while also offering new services and maintaining our current systems. I'd like to thank our employees for all of their dedication and expertise in keeping our systems running, as well as innovating to provide new services to meet customer requests, despite the challenges of the last year.

Recently, I have heard some questions about why Triangle Mobile, our cellular system, was sold to Verizon. When Triangle's board decided to get into the cellular business, we did not own the right spectrum required for the offering of cellular service and had to negotiate with Verizon for the use of their spectrum and roaming privileges. For context, "spectrum" relates to the radio frequencies allowing for communication over the airwaves. Triangle and Verizon came to an agreement in a program called LTE for Rural America (LRA). To participate with Verizon, Triangle had to sign onto the LRA program. The LRA program was an adequate program to get Triangle back into mobile but did have some long-term effects that Triangle was unable to avoid. While Triangle's board did not like some of the items in the contract, we felt it was necessary in order to provide the best service possible and to get cellular service out to the rural areas. Triangle hoped that Verizon would continue the service once it was built out to rural areas. We now are hopeful that Verizon continues to bring our Triangle Mobile customers the same great service that we provided.

In closing, I would remind the members that if you are having any problems with your Triangle services or are interested in a new or faster service we offer, please call in and talk to one of our service representatives. Thanks for helping our Triangle employees during this stressful time in keeping safe as they continue providing services to you. I hope all of our members and your families are safe and remain in good health as we continue to navigate these trying times.

Richard Stuker



## **A message from the CEO/GM - Craig Gates**

2020 was met with unprecedented challenges of operating during a pandemic. I am proud to say that our employees worked harder than ever during these unique circumstances whether they were in the office, working from home, out in the field, in our communities or a combination there of. We never lost sight of our mission of serving our members no matter what obstacles we were faced with.

Through this unusual year, you will see by reviewing the financials included, that the cooperative is financially strong. Triangle has already built fiber to over 80% of our members and we are committed to building fiber to 100% of our members. We are planning for the future year builds using cash on hand vs taking additional loans to complete the building of fiber to our members. If you haven't had a chance yet, I recommend you watch our new video that we explains the history the cooperative, how we make money and how capital credits work. This video can be found on our website at [www.itstriangle.com](http://www.itstriangle.com). Members who choose to participate in the 2021 discounting capital credit offer need to have their form returned by 5PM on October 8th, 2021.

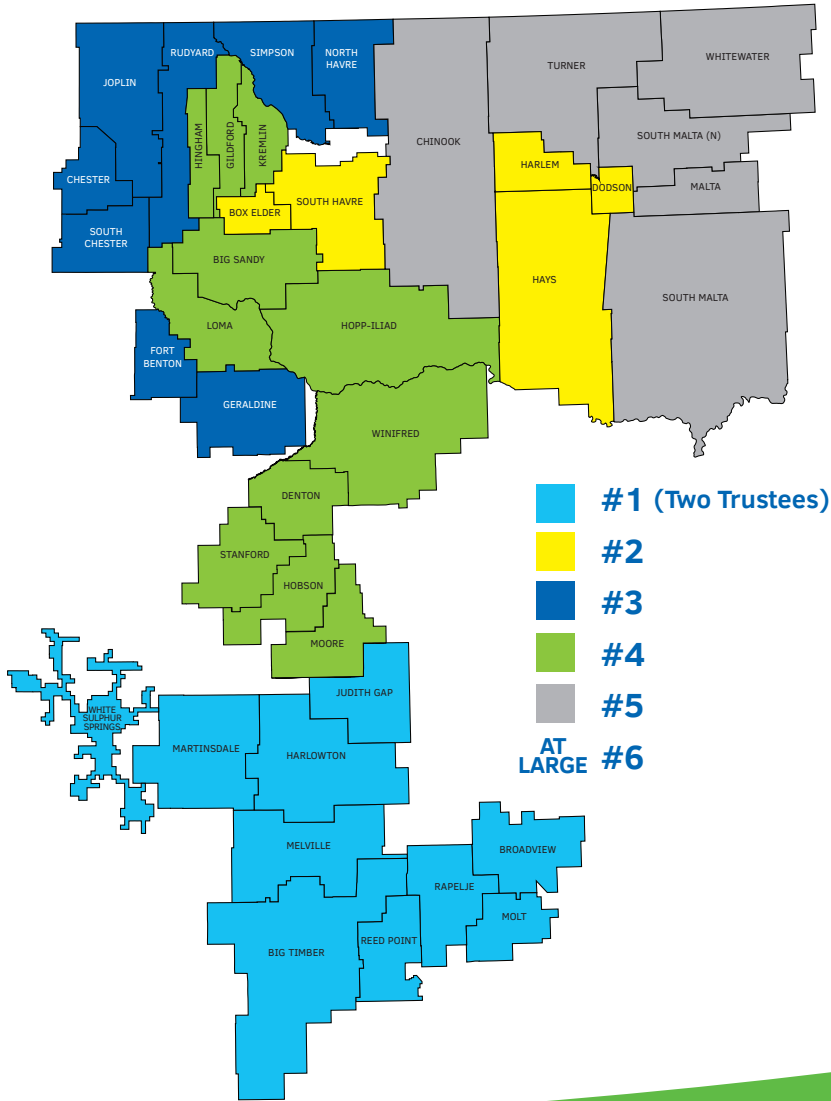
One of the things this pandemic has made us aware of is the need to make some amendments to our Bylaws. At the upcoming meetings in Havre & Big Timber, the cooperative's membership will be voting on our proposed bylaw changes. This notice includes a detailed summary, as well as the actual bylaw sections where changes have been proposed.

I encourage everyone who can attend to come to either our meeting in Havre on October 9th or our meeting in Big Timber on October 16th. The meeting in Havre will recess and then we will reconvene the meeting in Big Timber. Members can attend both meetings but can only vote at one meeting.

The Triangle Board, Management and every employee will continue to work hard each day to ensure the financial stability is maintained for the cooperative, while continuing to provide quality service to you, our members.

Craig Gates

# Triangle Communications District Map



## Thank You to our 2021 Triangle Nominating Committee:

David Kelsey (Dist #1), Ronald Riter (Dist #1), Keith Schott (Dist #1), Rebecca Lutgen (Dist #1), Dale Teachout (Dist #1), Marcus Jochim (Dist #3), Michael Mattson (Dist #3), Earl Boettcher (Dist #4), Robert Finke (Dist #4), Tom Gibbons (Dist #4), Ken Yirsa (Dist #4), Paulette Keller (Dist #5) and Katherine Tilleman (Dist #5)

# Agenda for the 67<sup>th</sup> Annual Meeting of Members

**Havre - October 9th**

**MSU-Northern Student Union Building**

**Big Timber - October 16th**

**Sweet Grass Fairgrounds Community Center**

Registration – 8:30 a.m.

Business Meeting – 10:00 a.m.

Call To Order

Invocation

Determination of Quorum

Reading of Notice of Meeting and Affidavit of Mailing

Members to Take Necessary Action on 2019 Minutes

Reports from Officers and Trustees

CEO/General Manager's Report

Presentation of Financial Report

Triangle Video Presentation

Bylaws

Nominating Committee Report

Election of Trustees

Cash Drawings for Member's Children under 18 yrs. Must be present to win.

New Business

Meeting Adjourned

Buffet Lunch

Prize Drawings

As your cooperative, we ask that everyone attending the annual meeting to be safe and follow the COVID-19 guidelines of the State, County and CDC where applicable. You are welcome to wear a mask if you choose. Please respect a safe social distance from others when possible at the meeting. If you have been asked to quarantine during the time of the meeting, we respectfully request that you do not attend the meeting. Thank you and stay safe!

# Nominee Letters

## **RICH SWARTZ, DISTRICT #1**

Hello Fellow Members,

I would like to thank the nominating committee for selecting me to run for the District 1 board position again. It has been an honor to serve you in the past, and I will maintain that commitment if elected to serve in this position again.

We definitely have witnessed many challenges and changes in not only our personal lives, but also in the telecommunications industry as well, in the last several years. In light of that, our cooperative remains strong and is trying to be pro-active in looking to the future and anticipate your needs, not only for today and tomorrow, but well into the next several years.

This board position allows me to be a part of a strong leadership team that can help us all navigate through the obstacles and opportunities ahead.

The cooperative principle of member ownership and guidance is what is going to make Triangle Communications successfully into the future.

I would greatly appreciate your vote to re-elect me to represent you in OUR cooperative.

Thank you,  
Rich Swartz

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## **DALE MOREY, DISTRICT #4**

A little about myself, I was born in Glasgow, Mt and raised in Opheim, Mt. Son to a great man that kept a store going in a small community for years. When I graduated from high school I had a job already lined out which took me out of state (Texas) with a harvest crew in 1969, while away my father was getting notices from the draft board saying they wanted me to report for a physical. Didn't seem all that important so I finished my obligation with my boss by going back down for maize harvest which got me back to Opheim late November and then the letters were so serious that I went for the physical in Butte being put in charge of over fifteen other men, was to make sure they got there. The experience made me adjust my thinking and there by I went to the Navy recruiter to give myself some say as to where and what I would like to do for my military obligation. It resulted in over thirty seven years of full time and reserve military duty.

My main goal was to be a farmer rancher for which I spent my summers doing while in high school, past up many opportunities while keeping this quest in mind. Have college, first at the University of Montana with the GI bill and then happened on a great summer job with another harvest crew while transferring to the University of Montana Northern. Took auto body courses which led to a job with Big Bud tractors during the time when we built the worlds largest. Had a home on the north side of Havre till Big Bud down

sized. With my military reserve and many other jobs kept me going till I was called back to Opheim since my father was having health issues and needed someone at the store. That and many other small jobs to keep going with my family of three which became four in Opheim, something that made my father so happy for he got to spend time with his grandchildren. My wife (Micki) and I have been married forty eight years and have three daughters. One of the jobs was bus driving for the school which I enjoyed, going to and coming back from my route with no one on board was a great time to reflect. Ranching and farming were always part time jobs that I enjoyed as well.

When transferring from Reserve to Guard (Montana Army National Guard) was a whole new requirement on my military career which took me to many duties such as fire fighting and military bases with MOS specific jobs. Was fortunate in that with the down turn in the economy the store wasn't doing well so had the opportunity to go full time being brought on board as a manager for a training site that we utilized the former Glasgow air force base. Almost three years but it didn't go as planned, and then I became a Supply Sergeant with an infantry company. Retired from full time but not till I was deployed to augment a Military Police company (the draft did not get me but stop loss did) giving me over twenty years of full time service. After the military I went to work for JC Penny Company as there stock control clerk, Williston ND and Sidney Mt.

We were living in Culbertson Mt far from our grandchildren but a great opportunity came about and we were able to sell the house and move to this wonderful community of Big Sandy Mt. Hard to believe that it has been over nine years. With several retirements life is good here and couldn't ask for a better home and great friends.

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**RICHARD POKORNY, DISTRICT #4**

**Education:**

MSU School of Agriculture--Graduated Phi Kappa Phi,  
Bachelor of Science Degree in Range Science. Participated in Range Club and Alpha Zeta, a professional fraternity.

**Telecommunications Experience:**

Triangle Telephone Cooperative Trustee: 1982-present  
- Secretary/Treasurer: 2009-present  
- Vice President: 1985-1990, 1996-1998, & 2005-2008  
- President: 1990-1996, & 1998-2004

**State Telecommunications Organizations:**

Montana Independent Telecommunications Systems:  
- Board of Directors: 1997-2001  
Montana Telecommunications Association:  
- Board of Directors: 1984-1988  
- Secretary/Treasurer: 1987-1988

**Community:**

Big Sandy Volunteer Ambulance Service:  
- EMT-B: 2003-2012



- Big Sandy Christ Lutheran Church:
- Volunteer bookkeeper: 2010-present
  - Council member: 6 years
- Flathead Lutheran Bible Camp:
- Board of Directors: 2002-2007
  - President: 2005-2007
- Big Sandy Town Council:
- Councilman: 1998-2003
  - Council President: 2002-2003

**Employment:**

- Self-employed:
- 3rd generation owner of Pokorny farm: 1978-present
  - Inspector for the Organic Crop Improvement Association: 3 years
- State of Montana:
- Mine Inspector regarding reclamation statutes: 3 years

My thanks to the nominating committee for the opportunity to run for Trustee from District #4.

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**RICHARD STUKER, DISTRICT #5**

Richard Stuker currently serves as Chairman of the Board for Triangle Communications, and as Chairman of the Montana Telephone Association (MTA). He has served on the Board at Triangle Communications and Central Montana Communications (CMC) for thirty-five years and on the Board of MTA for nine. He previously served for thirteen years on the Montana Independent Telephone Association, five of those as Chairman, and as Chairman of CMC for thirteen years before it was merged into Triangle Communications. Richard also serves on iConnect of Montana, which he has done for fourteen years, two of which were as Chairman.

Along with his wife, Rosemary, Richard operates his family's beef cattle ranch north of Chinook, which he has done for the last forty-one years. A graduate of Montana State University, Richard worked briefly for the Production Credit Association before returning to the family ranch. He enjoys traveling with his wife Rosemary to visit his son in Bozeman and his daughter in Missoula. In his spare time he enjoys reading and time spent in the company of friends and family, particularly his siblings, nieces, and nephews.

Richard also participated on the Chinook School Board for nineteen years and the Montana School Board Association for eight years. Through the Montana School Board, he served on the Workers' Comp Committee, Safety and Loss Committee, and Property and Liability Committee. Richard has served on the local Grazing District for twenty five years and the Montana Association of State Grazing Districts for eleven years. In addition, he was appointed by the Montana Governor for two, four year terms on the FWP Commission as vice chairman, four, two year terms on the Private Lands Public Wildlife



Council, and two, three year terms on the Montana State Grass Commission. While serving in these positions, Richard was elected multiple times as Chair, Vice-chair, and Secretary/Treasurer. Richard also served as a 4-H Leader and an MOA official for Wrestling and Swimming.

Richard possesses a passion for knowledge and participating in his community. He takes the responsibility and the honor of participating on state and local boards seriously, devoting great amounts of time to ensure that his vote is cast in a balanced and informed manner. Richard believes very strongly that our local co-ops remain a great asset to our Montana communities, and places great faith in our ability to improve the quality of life for Montanans through community engagement. He remains committed to responsible stewardship on behalf of Triangle's member owners, and encourages all members to take an active interest in their local cooperatives.

## Finally, high speed internet for the farm.

Connect your outbuildings with modern solutions from Triangle!



**Contact us for a FREE consultation!**

# Balance Sheet December 31, 2020

## ASSETS

### CURRENT ASSETS

Cash General Funds	\$21,298,577	
Telecommun. Accounts Receivable	3,167,808	
Other Accounts Receivable	3,369,677	
Accounts Receivable Affiliates	972,395	
Interest and Dividends Receivable	1,286	
Materials and Supplies	4,110,901	
Prepayments	31,000	
Note Receivable - Current Portion	<u>192,500</u>	\$33,144,144

### NONCURRENT ASSETS

Investment in Affiliated Companies*	53,929,121	
Other Investments	4,049,155	
Nonregulated Investments (Net)	76,759	
Notes Receivable	589,825	
Defined Benefit Pension Prefunding	4,616,409	
Deferred Charges (Net)	<u>256,371</u>	63,517,640

### PLANT, PROPERTY, AND EQUIPMENT

Telecommun. Plant in Service	352,697,887	
Telecommun. Plant Under Construction	584,293	
	353,282,180	
Less: Accumulated Provision for Depreciation	<u>(144,516,064)</u>	208,766,116

### TOTAL ASSETS

\$305,427,900

## LIABILITIES, PATRONAGE CAPITAL, AND MARGINS

### CURRENT LIABILITIES

Accounts Payable	\$1,538,095	
Advance Billing and Payments	1,119,579	
Customer Deposits	189,370	
Accrued Real Estate Taxes	1,662,163	
Other Current Liabilities	1,077,731	
Current Portion of Long-Term Debt	<u>4,110,481</u>	\$9,697,419

### LONG-TERM DEBT

RUS Mortgage Notes		
(Less current portion - \$6,952,000)		53,099,274

### OTHER LIABILITIES

Severance Pay		601,625
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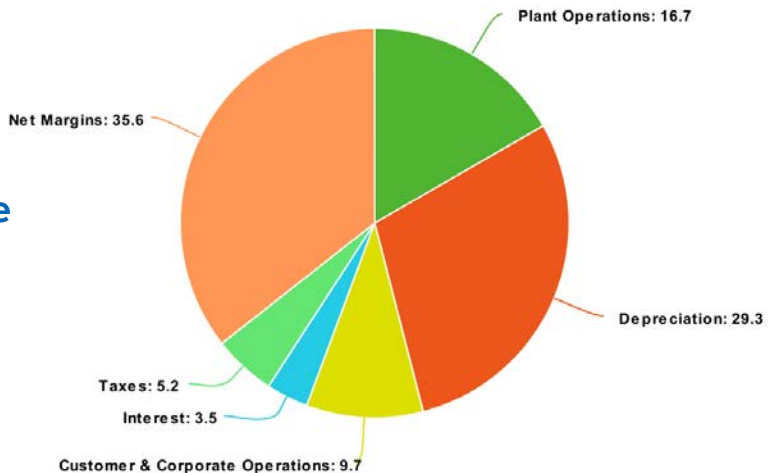
### TOTAL EQUITY

242,029,582

### TOTAL LIABILITIES, AND EQUITY

\$305,427,900

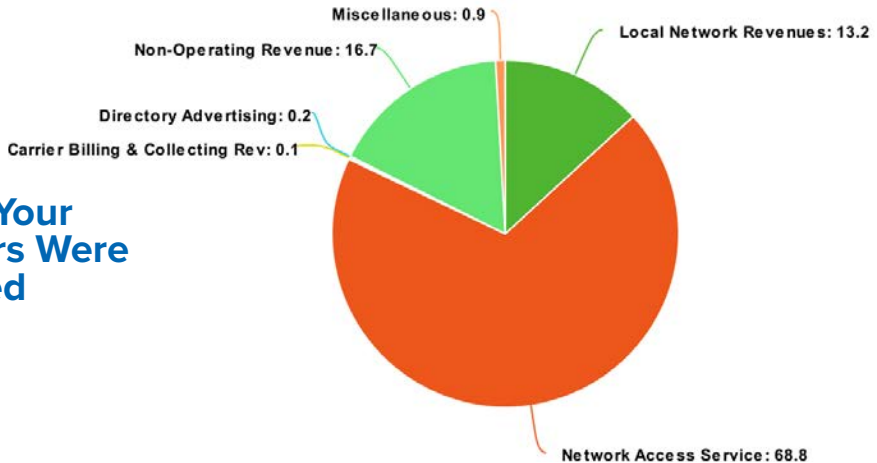
## How Your Dollars Were Spent



# Comparative Statement of Revenues and Expenses

	2020	2019
<b>OPERATING REVENUES</b>		
Local Network Revenues	\$8,393,102	\$7,297,089
Network Access Service	43,669,094	45,599,981
Billing & Collection	79,006	79,808
Miscellaneous	<u>694,446</u>	<u>715,985</u>
<b>TOTAL OPERATING REVENUES</b>	<b><u>\$52,835,648</u></b>	<b><u>\$53,692,863</u></b>
<b>OPERATING EXPENSES</b>		
Plant Specific Operations	7,631,688	7,864,491
Plant Non-specific Operations	2,973,139	3,154,929
Depreciation	18,601,418	17,979,177
Customer Operations	2,796,630	3,028,657
Corporate Operations	<u>3,327,268</u>	<u>3,292,034</u>
<b>TOTAL OPERATING EXPENSES</b>	<b><u>\$35,330,143</u></b>	<b><u>\$35,319,288</u></b>
<b>OPERATING TAXES</b>		
Other Operating Taxes - Property	<u>3,325,057</u>	<u>2,719,393</u>
<b>TOTAL OPERATING EXPENSES &amp; TAXES</b>	<b><u>\$38,655,200</u></b>	<b><u>\$38,038,681</u></b>
<b>NET OPERATING MARGINS</b>	<b><u>\$14,180,448</u></b>	<b><u>\$15,654,182</u></b>
<b>FIXED CHARGES</b>		
Interest on Long-Term Debt	2,191,967	2,841,919
Other Interest Expense	<u>0</u>	<u>0</u>
<b>TOTAL FIXED CHARGES</b>	<b><u>\$2,191,967</u></b>	<b><u>\$2,841,919</u></b>
<b>NONOPERATING INCOME (EXPENSES)</b>		
Interest and Dividends	1,255,011	1,912,858
Miscellaneous Income and Charges	82,328	118,535
Triangle Comm. Syst. Income	9,202,212	11,371,293
Nonoperating Income Taxes**	<u>(7,747)</u>	<u>(18,920)</u>
<b>TOTAL NONOPERATING INCOME</b>	<b><u>\$10,531,804</u></b>	<b><u>\$13,383,766</u></b>
Nonregulated Net Income (Loss)	<u>\$84,924</u>	<u>\$(58,273)</u>
<b>NET MARGINS FOR PERIOD</b>	<b><u>\$22,605,209</u></b>	<b><u>\$26,137,756</u></b>
<b>TOTAL EQUITY</b>		
<b>BEGINNING OF YEAR</b>	<b><u>\$228,294,941</u></b>	<b><u>\$204,783,084</u></b>
Add Excise & Income Tax Refunds	104,535	(68,463)
Deduct Retirement of Capital Credits	<u>(8,975,103)</u>	<u>(2,557,436)</u>
<b>TOTAL EQUITY</b>		
<b>END OF YEAR</b>	<b><u>\$242,029,582</u></b>	<b><u>\$228,294,941</u></b>

## How Your Dollars Were Earned



The sixty-seventh Annual Meeting of Members of Triangle Telephone Cooperative Association, Inc. of Havre, Montana will be held on Saturday, October 9, 2021 at 10:00 a.m. in the SUB-Ballroom on the campus of Montana State University-Northern in Havre, Montana and in Big Timber, Montana on Saturday, October 16, 2021 at 10:00 am at the Sweet Grass County Fairgrounds Community Center to take action on the following matters:

1. The election of four trustees of the Cooperative.
2. Bylaw Ammendments.
3. Passing upon reports of officers, trustees and committees for the previous year.
4. Conducting such other business as may come before the meeting or any adjournments thereof.

In accordance with the bylaws, the nominating committee, composed of Cooperative members, has nominated the following individuals as candidates for the position of trustee of Triangle Telephone Cooperative Association, Inc.:

District 1            Richard Swartz

District 3            Tom Bangs

District 4            Richard Pokorny  
Dale Morey

District 5            Richard Stuker

The name or names on this notice indicates the name in which the membership is carried. Voting must be done by the member, or in the case of a joint membership, by only one of the joint members. No member shall attend or vote by proxy or by mail.

Registration starts at 8:30 a.m. and lunch will begin after the meeting. Prizes will be awarded.

Hope to see you there!  
Richard Pokorny, Secretary/Treasurer  
Dated 9/20/2021

**MONTANA-SIZED  
INTERNET**

# OUR INTERNET, JUST GOT BETTER.

New packages  
and pricing!



Starting speeds are now  
**8X FASTER!**

Switch to a new package and get a \$50 bill credit!



# Youth Programs

## YOUTH TECHNOLOGY GRANT

Funds can be used for Science, Technology, Engineering or Math related projects. Local chapter of club/organization must have majority of its members within in our service area. Grants up to \$500 are available.

**Deadline is February 1st.**

## SCHOLARSHIPS

Triangle Communications provides up to 37, \$1,000 scholarships to the schools in our serving area and up to 3 college scholarships.

**Deadline is April 1st.**

Our partnership with the Foundation for Rural Service gives students the opportunity to receive a scholarship of up to \$2,500. See details on our website.

## YOUTH TOUR TO WASHINGTON D.C. (HIGH SCHOOL)

Any 16 or 17-year-old high school junior who is a dependent of a subscriber receiving landline or Broadband Internet from Triangle Communications is eligible for this trip of a lifetime to Washington, D.C.

**Deadline is December 1st.**

## SCHOOL TECHNOLOGY PROGRAM

K-12 schools may request up to \$1,500 each year. Funds can be used to purchase technology equipment, for training, supplies, services or to upgrade current technology.

**For more information on any of these exciting opportunities, visit [www.itstriangle.com/community/education](http://www.itstriangle.com/community/education).**

Triangle Communications board of trustees has the following bylaw amendments to present. At the annual meeting, members will be voting on the amendments broken into 4 different votes. Each section has a summary (in blue) of the changes followed by the actual bylaw with the amendments marked up showing the changes and then the bylaws as if they would be approved.

## **Vote 1 - Choosing Month for Annual Meeting**

### Summary

#### **Section 4.01. Annual Meeting.**

The board request the passage of this bylaw to allow the cooperative more flexibility in choosing the month in which the annual meeting is held. The pandemic has shown that flexibility is needed to allow the cooperative to move the annual meeting to a month other than October. The same notice requirements would stay in place, the bylaw would just allow for more flexibility in choosing the day and month of the annual meeting.

### Bylaws

**SECTION 4.01. Annual Meeting.** The annual meeting of the members shall be held ~~during the month of October of~~ each year on such date and at such time and place as the Board determines, for purposes of electing trustees, passing upon reports of 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 constitute a dissolution of the Association.

**SECTION 4.01. Annual Meeting.** The annual meeting of the members shall be held each year on such date and at such time and place as the Board determines, for purposes of electing trustees, passing upon reports of 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 constitute a dissolution of the Association.

## **Vote 2 - Location of Special Meetings**

### Summary

#### **Section 4.02. Special Meeting.**

The board request that Special Meetings be allowed to be held in places other than Havre, Montana. Triangle covers 16 counties and approximately 23,000 square miles. Being able to call a Special Meeting in a location other than Havre allows for the possibility of more members to attend any Special Meeting if one were to be called.



## Bylaws

**SECTION 4.02. Special Meetings.** Special meetings of the members may be called by resolution of the Board, or upon written request of any three trustees, or of the president, or of not less than 200 members or ten percent of all members, whichever is less, and 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 shall be held at ~~Havre, Montana, with the~~ such location and ~~the time of such meeting~~ as specified in the notice of the special meeting.

**SECTION 4.02. Special Meetings.** Special meetings of the members may be called by resolution of the Board, or upon written request of any three trustees, or of the president, or of not less than 200 members or ten percent of all members, whichever is less, and 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 shall be held at such location and time as specified in the notice of the special meeting.

### **Vote 3 - Remote Meetings and Voting**

#### Summary

The purpose of several proposed bylaw changes is to add the ability to hold meetings and vote remotely, rather than in-person, if necessary. The pandemic has shown the necessity of being able to have remote meetings with the use of communication technology and allow people to participate by mail and electronic voting. If these options had been available last year, then Triangle would not have had to cancel its annual meeting but could have held the 2020 annual meeting in a remote manner with mail-in voting. As Triangle delivers fiber to our members, remote meetings will be able to be attended by more members than ever before. Mail and electronic voting will also help increase the amount of participation in our member meetings. Finally, these changes help bring Triangle into compliance with a new state law passed in Helena this past session that allows for remote meetings and mail and electronic ballots. Without this change, Triangle would be limited to only in-person meetings and voting.

#### **Section 4.3. Notice of Members' Meetings.**

The board request that if the ability to hold meetings via remote communication technology is approved, then the meeting's notice include whether remote communication is being used, and if so which method is being used, so that members will know if and how they can attend the meeting remotely.

## Bylaws

**SECTION 4.03. Notice of Members' Meetings.** Written or printed notice stating the place, day, and hour, and if using remote communication, the method of

remote communication 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 to each member, either personally or by mail, not less than ten (10) days nor more than twenty (20) days before the date of the meeting; provided, however, that notice of any meeting at which the sale, lease-sale, exchange or other disposition of all or a substantial portion of the Association's assets is proposed, or at which any reorganization, merger or consolidation into or resulting in another entity is proposed, shall be given to each member, by mail, not less than ninety (90) days prior to any such meeting. Such notice shall be given by or at the direction of the Secretary, or upon a default in the duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's address as it appears on the records of the Association, with postage thereon prepaid. Providing that notice shall have been mailed pursuant to these bylaws, the failure of any member to actually receive notice of an annual or special meeting of the members shall not invalidate any action which may properly be taken by the members at any such meetings.

**SECTION 4.03. Notice of Members' Meetings.** Written or printed notice stating the place, day, hour, and if using remote communication, the method of remote communication 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 to each member, either personally or by mail, not less than ten (10) days nor more than twenty (20) days before the date of the meeting; provided, however, that notice of any meeting at which the sale, lease-sale, exchange or other disposition of all or a substantial portion of the Association's assets is proposed, or at which any reorganization, merger or consolidation into or resulting in another entity is proposed, shall be given to each member, by mail, not less than ninety (90) days prior to any such meeting. Such notice shall be given by or at the direction of the Secretary, or upon a default in the duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's address as it appears on the records of the Association, with postage thereon prepaid. Providing that notice shall have been mailed pursuant to these bylaws, the failure of any member to actually receive notice of an annual or special meeting of the members shall not invalidate any action which may properly be taken by the members at any such meetings.

#### **Section 4.4. Quorum.**

The board request that, when determining if enough members (a "quorum") are present at a meeting to be able to pass a motion or resolution, members voting by mail and electronically be considered present, and therefore count towards the quorum. This would only be allowed on motions or resolutions for which mail or electronic ballots are authorized, and when those mail or electronic ballots have actually been submitted.

**SECTION 4.04. Quorum.** A quorum shall exist for transaction of business at any meeting of the members if five percent (5%) of all members or 50 members, whichever is fewer, are present **in-person**. **Members represented by submitted mail or electronic ballots may be counted in computing a quorum for a meeting of the members but only on those motions or resolutions as to which mail or electronic ballots are authorized and submitted.** 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 minutes of each meeting shall contain a list of members present in person.

**SECTION 4.04. Quorum.** A quorum shall exist for transaction of business at any meeting of the members if five percent (5%) of all members or 50 members, whichever is fewer, are present. Members represented by submitted mail or electronic ballots may be counted in computing a quorum for a meeting of the members but only on those motions or resolutions as to which mail or electronic ballots are authorized and submitted. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of members present.

#### **Section 4.05. Voting.**

The board request that mail and electronic balloting, with or without a member meeting, be allowed, as previously only in-person voting has been allowed. The rest of the section sets forth how mail and electronic voting will be conducted.

#### **SECTION 4.05. Voting.**

(a) **In General.** ~~All voting shall be in person, and~~ 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, except as otherwise provided by law, the articles of incorporation or these bylaws. No member shall attend **any meeting by proxy** or vote by proxy ~~or by mail, or both, at any meeting of the members~~, provided that voting by or for a member who is not a natural person (such as a corporation, church, city, county, or other legal entity), shall be allowed upon presentation to the Association, either prior to or upon registration at each member meeting, satisfactory evidence that the person presenting the same is the officer, director, trustee, or other official designee authorized to vote for such a member who is not a natural person.

(b) **Voting Methods.** Except as otherwise provided in these bylaws or by the Board, a member may vote (i) in person, (ii) by mail, or (iii) by electronic transmission. Voting by mail or electronic transmission shall only be when and in a manner determined by the Board.

- (1) **Mail or Electronic Ballot without Member Meeting.** A member may vote or act by mail or electronic transmission on any matter, only

as provided in these bylaws and as the Board may determine and prescribe, without a member meeting, by the Association delivering or providing access to a written or electronic mail ballot (“Mail Ballot Without Member Meeting”) to each member entitled to vote on the matter. A proposed action is approved if: (1) the number of completed Mail Ballots Without Member Meeting timely received by the Association equals or exceeds the member quorum, as defined in these bylaws; and (2) the number of votes favoring the proposed action equals or exceeds the number of votes that would be required to approve the action at a member meeting where the total number of votes cast equals the total number of votes cast by Mail Ballot Without Member Meeting.

- (2) **Mail or Electronic Ballot Permitted.** A member may vote or act by mail or electronic transmission on any matter, only as provided in these bylaws and as the Board may determine and prescribe, in conjunction with a member meeting, by the Association delivering or providing access to a written or electronic mail ballot (“Mail Ballot With Member Meeting”) to each member entitled to vote on the matter. A member submitting a completed Mail Ballot With Member Meeting may not vote at the member meeting regarding a matter described in the Mail Ballot With Member Meeting. The Association must count completed Mail Ballots With Member Meeting received before the member meeting in determining whether a member quorum exists at the member meeting. A member who completes and timely delivers to the Association a Mail Ballot With Member Meeting, as required by these bylaws, is deemed present at the member meeting at which the members are asked to vote or act on the matter or matters described in the Mail Ballot With Member Meeting. The Association must count as a member’s vote a properly completed Mail Ballot With Member Meeting on or before the time and date stated in the Mail Ballot With Member Meeting.
- (3) **Mail Ballot Requirements.** A Mail Ballot Without Member Meeting and a Mail Ballot With Member Meeting (collectively, a “mail ballot”) must: (1) set forth and describe the matter upon which the member is asked to vote or act, including any proposed actions, identities of the candidate(s) for election, and the language of a motion, resolution, bylaw amendment, or other written statement at issue; (2) if a Mail Ballot With Member Meeting, state the date of a member meeting at which members are scheduled to vote or act on the matter; (3) provide an opportunity to vote for or against, or to abstain from voting on, the matter; (4) instruct the member how to complete, transmit, return, or cast a mail ballot; and (5) state the time and date by which the Association must receive the completed mail ballot.

Except as otherwise provided in these bylaws or by the Board, a

member may not revoke a completed mail ballot received by the Association. A member's failure to receive a mail ballot does not affect a vote or action taken by mail ballot.

(c) Solicitation of Votes by Mail Ballot. Material soliciting approval of a matter by mail ballot must: (a) contain or be accompanied by a copy or summary of the matter; (b) state the member quorum required to vote on the matter; (c) for all matters other than the election of trustees, state the percentage of approval necessary to approve the matter; and (d) state the time and date by which the Association must receive a completed mail ballot.

(d) Fraudulent Mail Ballots. A mail ballot may not be procured or cast through fraud or other improper means. As determined by the Association, a mail ballot procured or cast through fraud or other improper means is invalid.

#### **SECTION 4.05. Voting.**

(a) In General. 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**, except as otherwise provided by law, the articles of incorporation or these bylaws. No member shall attend any meeting by proxy or vote by proxy, provided that voting by or for a member who is not a natural person (such as a corporation, church, city, county, or other legal entity), shall be allowed upon presentation to the Association, either prior to or upon registration at each member meeting, satisfactory evidence that the person presenting the same is the officer, director, trustee, or other official designee authorized to vote for such a member who is not a natural person.

(b) Voting Methods. Except as otherwise provided in these bylaws or by the Board, a member may vote (i) in person, (ii) by mail, or (iii) by electronic transmission. Voting by mail or electronic transmission shall only be when and in a manner determined by the Board.

- (1) Mail or Electronic Ballot without Member Meeting. A member may vote or act by mail or electronic transmission on any matter, only as provided in these bylaws and as the Board may determine and prescribe, without a member meeting, by the Association delivering or providing access to a written or electronic mail ballot ("Mail Ballot Without Member Meeting") to each member entitled to vote on the matter. A proposed action is approved if: (1) the number of completed Mail Ballots Without Member Meeting timely received by the Association equals or exceeds the member quorum, as defined in these bylaws; and (2) the number of votes favoring the proposed action equals or exceeds the number of votes that would be required to approve the action at a member meeting where the total number of votes cast equals the total number of votes cast by Mail Ballot Without Member Meeting.

- (2) Mail or Electronic Ballot Permitted. A member may vote or act by mail or electronic transmission on any matter, only as provided in these bylaws and as the Board may determine and prescribe, in conjunction with a member meeting, by the Association delivering or providing access to a written or electronic mail ballot (“Mail Ballot With Member Meeting”) to each member entitled to vote on the matter. A member submitting a completed Mail Ballot With Member Meeting may not vote at the member meeting regarding a matter described in the Mail Ballot With Member Meeting. The Association must count completed Mail Ballots With Member Meeting received before the member meeting in determining whether a member quorum exists at the member meeting. A member who completes and timely delivers to the Association a Mail Ballot With Member Meeting, as required by these bylaws, is deemed present at the member meeting at which the members are asked to vote or act on the matter or matters described in the Mail Ballot With Member Meeting. The Association must count as a member’s vote a properly completed Mail Ballot With Member Meeting on or before the time and date stated in the Mail Ballot With Member Meeting.
- (3) Mail Ballot Requirements. A Mail Ballot Without Member Meeting and a Mail Ballot With Member Meeting (collectively, a “mail ballot”) must: (1) set forth and describe the matter upon which the member is asked to vote or act, including any proposed actions, identities of the candidate(s) for election, and the language of a motion, resolution, bylaw amendment, or other written statement at issue; (2) if a Mail Ballot With Member Meeting, state the date of a member meeting at which members are scheduled to vote or act on the matter; (3) provide an opportunity to vote for or against, or to abstain from voting on, the matter; (4) instruct the member how to complete, transmit, return, or cast a mail ballot; and (5) state the time and date by which the Association must receive the completed mail ballot.

Except as otherwise provided in these bylaws or by the Board, a member may not revoke a completed mail ballot received by the Association. A member’s failure to receive a mail ballot does not affect a vote or action taken by mail ballot.

(c) Solicitation of Votes by Mail Ballot. Material soliciting approval of a matter by mail ballot must: (a) contain or be accompanied by a copy or summary of the matter, (b) state the member quorum required to vote on the matter; (c) for all matters other than the election of trustees, state the percentage of approval necessary to approve the matter; and (d) state the time and date by which the Association must receive a completed mail ballot.

(d) Fraudulent Mail Ballots. A mail ballot may not be procured or cast through

fraud or other improper means. As determined by the Association, a mail ballot procured or cast through fraud or other improper means is invalid.

#### **Section 4.07. Order of Business.**

The board request the removal of the words “in person,” to ensure that both members voting by mail and electronically be considered present when determining a quorum. These are the only words removed from this section of the bylaws.

**SECTION 4.07. 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 essentially as follows:

- (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 due giving thereof, or of the waiver or waivers of notice of the meeting, as the case may be;
- (c) reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon;
- (d) presentation and consideration of reports of officers, trustees and committees;
- (e) election of trustees;
- (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.

Parliamentary procedure for conducting business and voting at all meetings of members shall be governed by the latest published edition of *Robert’s Rules of Order, the Modern Edition*, except to the extent such procedure is otherwise determined by law or by the Association’s articles of incorporation or these bylaws.

**SECTION 4.07. 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 essentially as follows:



- (a) report on the number of members present in order to determine the existence of a quorum;
- (b) reading of the notice of the meeting and proof of the due giving thereof, or of the waiver or waivers of notice of the meeting, as the case may be;
- (c) reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon;
- (d) presentation and consideration of reports of officers, trustees and committees;
- (e) election of trustees;
- (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.

Parliamentary procedure for conducting business and voting at all meetings of members shall be governed by the latest published edition of *Robert's Rules of Order, the Modern Edition*, except to the extent such procedure is otherwise determined by law or by the Association's articles of incorporation or these bylaws.

#### **Section 4.08. Remote Communication at Member Meetings.**

The board request that this new section be adopted to allow remote communications at members meetings. This is another bylaw that works in conjunction with the other bylaws to ensure that remote communications is possible at our member meetings.

**SECTION 4.08. Remote Communication at Member Meetings.** Unless determined otherwise by the Board for a particular meeting, any meeting may be held or attended by use of remote communication as allowed by the Board, which may include electronically, by conference telephone call, internet, remote technology, or other communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. A person who attends a meeting by use of the allowed remote communication shall be deemed present at such meeting. The Board may make such additional rules and policies on remote attendance at member meetings as the Board determines.

**SECTION 4.08. Remote Communication at Member Meetings.** Unless determined otherwise by the Board for a particular meeting, any meeting may be held or attended by use of remote communication as allowed by the Board, which may include electronically, by conference telephone call, internet, remote technology, or other communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. A person who attends a meeting by use of the allowed remote communication shall be deemed present at such meeting. The Board may make such additional rules and policies on remote attendance at member meetings as the Board determines.

### **Section 5.03. Election.**

The board request to remove the word “written” from the secret ballots, so that electronic ballots can be used in the future. There are no current plans to move to electronic voting, but by updating the bylaws, it would allow for it at a future member meeting.

**SECTION 5.03. Election.** At each annual meeting of the members, the members shall elect trustees by secret ~~written~~ ballot from among those natural persons who are members or who are operating or chief officers of any members that are not natural persons (such as corporations, churches or other legal entities), or those officers’ designees, and who are otherwise qualified as provided in Section 5.05 of these bylaws. When the total number of nominees does not exceed the total number of trustees to be elected, or when the number of nominees for a trustee District does not exceed the number of trustees to be elected from that District, and if there is no objection, the members may dispense with secret ~~written~~ balloting with respect to that particular election or with respect to the election for that particular District, as applicable, and may conduct voting in any other proper manner. Each member present at the meeting is entitled to vote for one trustee candidate from each District for which a trustee election is being held; no member may vote for more than one nominee from each trustee District. A District nominee who receives a plurality of the votes cast for trustee of that District shall be elected. Drawing by lot shall resolve, where necessary, any tie votes.

**SECTION 5.03. Election.** At each annual meeting of the members, the members shall elect trustees by secret ballot from among those natural persons who are members or who are operating or chief officers of any members that are not natural persons (such as corporations, churches or other legal entities), or those officers’ designees, and who are otherwise qualified as provided in Section 5.05 of these bylaws. When the total number of nominees does not exceed the total number of trustees to be elected, or when the number of nominees for a trustee District does not exceed the number of trustees to be elected from that District, and if there is no objection, the members may dispense with secret balloting with respect to that particular election or with respect to the election for that particular District, as applicable, and may conduct voting in any other proper manner. Each member present at the meeting is entitled to

vote for one trustee candidate from each District for which a trustee election is being held; no member may vote for more than one nominee from each trustee District. A District nominee who receives a plurality of the votes cast for trustee of that District shall be elected. Drawing by lot shall resolve, where necessary, any tie votes.

### **Section 6.01. Regular Meetings.**

The board request that regular meetings of the board allow for remote communications. As bylaw changes above allow for remote communications at member meetings, this bylaw allows for remote communication at board meetings.

**SECTION 6.01. Regular Meetings.** A regular meeting of the Board shall 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 State of Montana, as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof and, if such meeting is held by ~~telephone conference call or other telecommunications equipment~~ using remote communication, the method of remote communication, on such additional oral notice as herein provided.

**SECTION 6.01. Regular Meetings.** A regular meeting of the Board shall 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 State of Montana, as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof and, if such meeting is held by using remote communication, the method of remote communication, on such additional oral notice as herein provided.

### **Section 6.03. Notice of Special Meetings.**

The board request that if the ability to hold board meetings via remote communication technology is allowed, then the notice for special meetings include if remote communication is being used and the method thereof.

**SECTION 6.03. Notice of Special Meetings.** ~~Except for special meetings held by telephone conference call or other telecommunications equipment as herein provided,~~ written notice of the time, place, and purpose, and if such meeting is held by using remote communication, the method of remote communication of any special meeting of the Board shall be given to each Trustee not less than five days previous thereto, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Trustees calling the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Trustee at that Trustee's address as it appears on the records of the Association, with postage thereon prepaid.

**SECTION 6.03. Notice of Special Meetings.** Written notice of the time, place, purpose, and if such meeting is held by using remote communication, the method

of remote communication of any special meeting of the Board shall be given to each Trustee not less than five days previous thereto, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Trustees calling the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Trustee at that Trustee's address as it appears on the records of the Association, with postage thereon prepaid.

### **Section 6.05. Board and Committee Meetings by Teleconferencing.**

The board request that the language of the old section 6.05 be removed from the bylaws and updated with a new section 6.05 described below.

~~**SECTION 6.05. Board and Committee Meetings by Teleconferencing.** Trustees may participate in any regular or special meeting of the Board, and appointees to any duly constituted committee of the Board may participate in any committee meeting, by means of a conference telephone or other telecommunications equipment, the use of which allows all persons participating in the meeting to simultaneously hear each other at all times during the meeting. A Trustee's or committee appointee's participation by such means shall constitute that Trustee's or committee appointee's presence in person at such meeting. Any such meeting of the Board or of a committee, utilizing conference telephone or other telecommunications equipment, may be held upon forty-eight (48) hours oral notice to each Trustee or committee appointee personally, of the time and purpose of the meeting to be held by such means:~~

### **Section 6.05. Remote Communications at Board and Committee Meetings.**

The board request that this new section replace the previous section that only dealt with teleconferencing and updates it to allow for remote communications at board and committee meetings. This mirrors the proposed bylaw changes allowing for members to use remote communications at member meetings.

### **SECTION 6.05. Remote Communication at Board and Committee Meetings.**

Unless determined otherwise by the Board for a particular meeting, any meeting may be held or attended by use of remote communication as allowed by the Board, which may include by conference telephone call, internet, remote technology, or other communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. A person who attends a meeting by use of the allowed remote communication shall be deemed present at such meeting. The Board may make such additional rules and policies on remote attendance at Board and Committee meetings as the Board determines.

## **Vote 4 - Trustees**

### Summary

### **Section 5.02. Trustee Districts.**

The board request this updated language reflecting the number of years each trustee from each district will serve and the rotation of those districts. The actual length of the trustee’s term (3 years) and the rotation schedule is the same as before, this change merely cleans up the language from 2003, when this section of the bylaws was last updated.

Bylaws

**SECTION 5.02. Trustee Districts.** The Association’s seven (7) trustees shall be so nominated and elected as to provide two (2) trustees, each qualified under Section 5.05 of these bylaws, from District No. 1, and one (1) trustee, qualified under Section 5.05 of these bylaws, from each of District Nos. 2, 3, 4, 5 and 6. The trustee districts (Districts or District) are described as follows:

- District No. 1, known as the Association’s “Southern Exchange Area” (initially comprised of the Melville, Big Timber, Reed Point, Rapelje, Broadview and Molt exchange areas);
- District No. 2, known as the Association’s “South Havre Exchange Area” (initially comprised of the Box Elder, South Havre and Hays/Zortman exchange area);
- District No. 3, known as the Association’s “Northwestern Exchange Area” (initially comprised of the Chester, South Chester, Joplin, Rudyard, Simpson and North Havre exchange areas);
- District No. 4, known as the Association’s “Big Sandy Exchange Area” (initially comprised of the Big Sandy, Loma, Hopp-Iliad, Winifred, Hingham, Gildford and Kremlin exchange areas);
- District No. 5, known as the Association’s “Chinook/Malta Exchange Area” (initially comprised of the Chinook, Turner, Whitewater, and South Malta exchange areas); and
- District No. 6, known as the Association’s “At-Large Exchange Area” (comprised of all of the Association’s exchange or service areas).

The creation or subsequent alteration of District boundaries, alone, shall not have the effect of either lengthening an existing trustee’s term of office or, without the written consent of the affected trustee, shortening an existing trustee’s term.

In order to implement this Section 5.02 and the staggered terms in Section 5.04, the members shall elect trustees on the following three-year rotation schedule:

- (a) one (1) trustee from District No. 1, one (1) trustee from District No. 2, and one (1) trustee from District No. 6 at the annual member meeting

held in ~~2004~~ year one of the three-year rotation; and

- (b) one (1) trustee from District No. 1 and one (1) trustee from District No. 3 at the annual member meeting held in ~~2005~~ year two of the three-year rotation; and
- (c) one (1) trustee from District No. 4 and one (1) trustee from District No. 5 at the annual member meeting held in ~~2006~~ year three of the three-year rotation.

The Association shall maintain on file at the Association's principal office at Havre, Montana, a complete description and/or geographical representation of the Districts, a copy of which will be provided to any member upon request. The Board shall establish a reasonable method by which to identify the District boundaries based on geography, number of members, location and number of service lines served by the Association's land-based telecommunications system and any other equitable considerations, or any reasonable combination of such considerations, so as to divide the Association's general exchange or service area into five (5) Districts, with trustees elected in a manner designed to equitably represent the members in each District, as nearly as practicable, and one (1) additional District comprised of the Association's entire service area.

Commencing not later than June 1, 2009, and not less frequently than every six (6) years thereafter, the Board shall review the District boundaries, based on such foregoing considerations, to determine whether any District boundaries should be altered in order to equitably represent the members, as nearly as practicable. If the Board alters District boundaries as a result of any such review at any time, the Board shall inform all members, in writing, not less than fifteen (15) days prior to the first meeting of the committee on nominations appointed in that year pursuant to Section 5.06 of these bylaws. Upon so providing such information to the members, the District boundaries shall be deemed amended accordingly.

**SECTION 5.02. Trustee Districts.** The Association's seven (7) trustees shall be so nominated and elected as to provide two (2) trustees, each qualified under Section 5.05 of these bylaws, from District No. 1, and one (1) trustee, qualified under Section 5.05 of these bylaws, from each of District Nos. 2, 3, 4, 5 and 6. The trustee districts (Districts or District) are described as follows:

- District No. 1, known as the Association's "Southern Exchange Area" (initially comprised of the Melville, Big Timber, Reed Point, Rapelje, Broadview and Molt exchange areas);
- District No. 2, known as the Association's "South Havre Exchange Area" (initially comprised of the Box Elder, South Havre and Hays/Zortman exchange area);
- District No. 3, known as the Association's "Northwestern Exchange

Area” (initially comprised of the Chester, South Chester, Joplin, Rudyard, Simpson and North Havre exchange areas);

District No. 4, known as the Association’s “Big Sandy Exchange Area” (initially comprised of the Big Sandy, Loma, Hopp-Iliad, Winifred, Hingham, Gildford and Kremlin exchange areas);

District No. 5, known as the Association’s “Chinook/Malta Exchange Area” (initially comprised of the Chinook, Turner, Whitewater, and South Malta exchange areas); and

District No. 6, known as the Association’s “At-Large Exchange Area” (comprised of all of the Association’s exchange or service areas).

The creation or subsequent alteration of District boundaries, alone, shall not have the effect of either lengthening an existing trustee’s term of office or, without the written consent of the affected trustee, shortening an existing trustee’s term.

In order to implement this Section 5.02 and the staggered terms in Section 5.04, the members shall elect trustees in the following three-year rotation schedule:

- (a) one (1) trustee from District No. 1, one (1) trustee from District No. 2, and one (1) trustee from District No. 6 at the annual member meeting held in-year one of the three-year rotation; and
- (b) one (1) trustee from District No. 1 and one (1) trustee from District No. 3 at the annual member meeting held in year two of the three-year rotation; and
- (c) one (1) trustee from District No. 4 and one (1) trustee from District No. 5 at the annual member meeting held in year three of the three-year rotation.

The Association shall maintain on file at the Association’s principal office at Havre, Montana, a complete description and/or geographical representation of the Districts, a copy of which will be provided to any member upon request. The Board shall establish a reasonable method by which to identify the District boundaries based on geography, number of members, location and number of service lines served by the Association’s land-based telecommunications system and any other equitable considerations, or any reasonable combination of such considerations, so as to divide the Association’s general exchange or service area into five (5) Districts, with trustees elected in a manner designed to equitably represent the members in each District, as nearly as practicable, and one (1) additional District comprised of the Association’s entire service area.

Commencing not later than June 1, 2009, and not less frequently than every



six (6) years thereafter, the Board shall review the District boundaries, based on such foregoing considerations, to determine whether any District boundaries should be altered in order to equitably represent the members, as nearly as practicable. If the Board alters District boundaries as a result of any such review at any time, the Board shall inform all members, in writing, not less than fifteen (15) days prior to the first meeting of the committee on nominations appointed in that year pursuant to Section 5.06 of these bylaws. Upon so providing such information to the members, the District boundaries shall be deemed amended accordingly.

### Section 5.05. Qualifications.

The board request to have the language changed to clear up confusion on the required qualifications of a trustee. Put another way, the new language says what a trustee must be or do, instead of what the trustee cannot be or do. In addition, (a) clarifies who a bona fide resident is, in that in order to be elected for a district, the trustee must actually live in that district and have lived there for at least one half of the previous year. Subsection (b) also adds language that allows for a trustee's absence to be excused by the board, as long as the trustee submits an acceptable reason for their absence before the next scheduled board meeting. This will allow those trustees who have medical issues or personal issues the flexibility to be excused from missing a meeting if an emergency comes up that could not be avoided.

**SECTION 5.05. Qualifications.** ~~No~~A person shall be eligible to become or remain a trustee of the Association ~~who~~ if the person:

- (a) is ~~not~~ a member and a bona fide resident actually residing, **for at least 183 cumulative days out of the year preceding the current year**, and receiving telecommunications services from the Association in the District for which such person is or may become a trustee; PROVIDED THAT notwithstanding the fact that a natural person may not receive telecommunications services from the Association at such person's primary residence, a natural person who is the operating or chief officer of any member that is not a natural person (such as a corporation, church or other legal entity), or such person's designee, shall be eligible to become or remain a trustee, if: (1) such person or such designee is a bona fide resident actually residing, **for at least 183 cumulative days out of the year preceding the current year**, in the District for which such person is or may become a trustee; and (2) such entity member actually receives telecommunications services from the Association in that same District; or
- (b) **is does not have**, after being duly elected to serve as a trustee, **unexcused absent absences from** or **fails failures** to attend three (3) of any twelve (12) consecutive regular Board meetings, **PROVIDED THAT, an absence or failure to attend a regular Board meeting may be excused**

if the trustee submits a reason for their absence no later than at the end of the next scheduled Board meeting and, ~~unless~~ the remaining trustees resolve by vote of at least four of the six remaining trustees that good cause existed for such absences and that such cause will not likely result in further absences from the next ensuing twelve (12) consecutive regular Board meetings; or

- (c) is **not**, and if duly elected to serve as a trustee will **not** continue to be, a close relative of an incumbent trustee or of an employee of the Association; PROVIDED THAT, no incumbent trustee shall lose eligibility to remain a trustee or to be re-elected as a trustee if, during such trustee's incumbency, such trustee becomes a close relative of another incumbent trustee or of an Association employee and the remaining trustees resolve at the next regular or special Board meeting, by vote of at least four of the six remaining trustees, that good cause exists for such trustee's continuing eligibility and that such trustee's continuing service on the Board will not materially adversely affect the Association's operational or business interests.

In addition to the foregoing qualifications, to be eligible to become or remain a trustee or hold any position of trust in the Association, such person must comply with the following:

- (i) during the five (5) years immediately prior to his or her election or appointment as a trustee, such person shall not have been an employee of the Association or of a subsidiary of or an entity controlled by the Association;
- (ii) during the five (5) years immediately prior to his or her election or appointment as trustee, such person shall not have been employed, in any way, by or materially financially interested in a competing enterprise or a business selling telecommunications or related services, equipment or supplies to the Association, or a business primarily engaged in selling telecommunications or related services, equipment or supplies to the members of the Association;
- (iii) while serving as a trustee, such person shall not be employed by the Association or any subsidiary of or any entity controlled by the Association, nor be employed, in any way, by or materially financially interested in a competing enterprise or a business selling telecommunications or related services, equipment or supplies to the Association, or a business primarily engaged in selling telecommunications or related services, equipment or supplies to the members of the Association; and
- (iv) such person, upon being elected or appointed as a trustee, consents and agrees not to be or become an employee of the Association, or of a

subsidiary of or an entity controlled by the Association, during the five (5) years immediately after ceasing, for any reason, to be a trustee.

Upon establishment of the fact that any person being considered for, nominated for or serving as a trustee lacks eligibility under this Section 5.05, the Board shall act to withhold such position from such person or cause such person to be removed therefrom, as applicable.

Nothing contained in this Section 5.05 shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board, unless such action is taken with respect to a matter affected by the provisions of this Section 5.05 and in which one or more trustees have a personal interest in conflict with the interests of the Association.

**SECTION 5.05. Qualifications.** A person shall be eligible to become or remain a trustee of the Association if the person:

- (a) is a member and a bona fide resident actually residing, for at least 183 cumulative days out of the year preceding the current year, and receiving telecommunications services from the Association in the District for which such person is or may become a trustee; PROVIDED THAT notwithstanding the fact that a natural person may not receive telecommunications services from the Association at such person's primary residence, a natural person who is the operating or chief officer of any member that is not a natural person (such as a corporation, church or other legal entity), or such person's designee, shall be eligible to become or remain a trustee, if: (1) such person or such designee is a bona fide resident actually residing, for at least 183 cumulative days out of the year preceding the current year, in the District for which such person is or may become a trustee; and (2) such entity member actually receives telecommunications services from the Association in that same District; or
- (b) does not have, after being duly elected to serve as a trustee, unexcused absences or failures to attend three (3) of any twelve (12) consecutive regular Board meetings, PROVIDED THAT, an absence or failure to attend a regular Board meeting may be excused if the trustee submits a reason for their absence before the next scheduled Board meeting and the remaining trustees resolve by vote of at least four of the six remaining trustees that good cause existed for such absences and that such cause will not likely result in further absences from the next ensuing twelve (12) consecutive regular Board meetings; or
- (c) is not, and if duly elected to serve as a trustee will not continue to be, a close relative of an incumbent trustee or of an employee of the Association; PROVIDED THAT, no incumbent trustee shall lose eligibility to remain a trustee or to be re-elected as a trustee if, during such

trustee's incumbency, such trustee becomes a close relative of another incumbent trustee or of an Association employee and the remaining trustees resolve at the next regular or special Board meeting, by vote of at least four of the six remaining trustees, that good cause exists for such trustee's continuing eligibility and that such trustee's continuing service on the Board will not materially adversely affect the Association's operational or business interests.

In addition to the foregoing qualifications, to be eligible to become or remain a trustee or hold any position of trust in the Association, such person must comply with the following:

- (i) during the five (5) years immediately prior to his or her election or appointment as a trustee, such person shall not have been an employee of the Association or of a subsidiary of or an entity controlled by the Association;
- (ii) during the five (5) years immediately prior to his or her election or appointment as trustee, such person shall not have been employed, in any way, by or materially financially interested in a competing enterprise or a business selling telecommunications or related services, equipment or supplies to the Association, or a business primarily engaged in selling telecommunications or related services, equipment or supplies to the members of the Association;
- (iii) while serving as a trustee, such person shall not be employed by the Association or any subsidiary of or any entity controlled by the Association, nor be employed, in any way, by or materially financially interested in a competing enterprise or a business selling telecommunications or related services, equipment or supplies to the Association, or a business primarily engaged in selling telecommunications or related services, equipment or supplies to the members of the Association; and
- (iv) such person, upon being elected or appointed as a trustee, consents and agrees not to be or become an employee of the Association, or of a subsidiary of or an entity controlled by the Association, during the five (5) years immediately after ceasing, for any reason, to be a trustee.

Upon establishment of the fact that any person being considered for, nominated for or serving as a trustee lacks eligibility under this Section 5.05, the Board shall act to withhold such position from such person or cause such person to be removed therefrom, as applicable.

Nothing contained in this Section 5.05 shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board, unless such action is

taken with respect to a matter affected by the provisions of this Section 5.05 and in which one or more trustees have a personal interest in conflict with the interests of the Association.

### **Section 5.08. Vacancies.**

The board request that the time allowed to fill a trustee vacancy be increased from 60 days to 90 days. If a vacancy cannot be filled within 90 days, it will go a meeting of the members and nominations will be taken from the floor for the purpose of filling a vacant seat for the remainder of the term of the trustee that vacated the position.

**SECTION 5.08. Vacancies.** Subject to the provisions of Section 5.07 of these bylaws with respect to the filling of vacancies caused by the removal of trustees by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining trustees, electing a person otherwise qualified under these bylaws and to serve for the unexpired portion of the term of the trustee whose position is being vacated. In the event the vacancy is not filled by the Board within ~~sixty~~ (60) ninety (90) days after the vacancy occurs, the members shall have the right to fill such vacancy with a person otherwise qualified under these bylaws at a duly called meeting of the members and without regard to the foregoing provisions concerning nominations. The chairperson of such meeting shall invite nominations from the floor for such purposes and shall determine and announce, after each such nomination, the District in which the nominee is qualified.

**SECTION 5.08. Vacancies.** Subject to the provisions of Section 5.07 of these bylaws with respect to the filling of vacancies caused by the removal of trustees by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining trustees, electing a person otherwise qualified under these bylaws and to serve for the unexpired portion of the term of the trustee whose position is being vacated. 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 with a person otherwise qualified under these bylaws at a duly called meeting of the members and without regard to the foregoing provisions concerning nominations. The chairperson of such meeting shall invite nominations from the floor for such purposes and shall determine and announce, after each such nomination, the District in which the nominee is qualified.

# Voting Authorization Form

## Certificate of Voting Authorization of Corporation, Unincorporated Association, or School District holding a Membership in Triangle Telephone Cooperative Association, Inc.

The undersigned does hereby certify that he or she has been duly and regularly appointed to represent the below-mentioned corporation, unincorporated association or school district at the annual members' meeting to be held October 9, 2021 in Havre and October 16th, 2021 in Big Timber and to cast the vote for said corporation, association or school district upon each matter submitted to a vote of the members of the cooperative at said meeting.

Dated, this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Name of Corporation, Association or School

\_\_\_\_\_  
Print Name of Signee for Corporation, Association or School

\_\_\_\_\_  
Signature of Signee for Corporation, Association or School

\_\_\_\_\_  
Title of Signee for Corporation, Association or School

\_\_\_\_\_  
Witnessed by

\_\_\_\_\_  
Title of Witness for Corporation, Association or School

Representative and witness must be officers, directors, trustees or official designees of the organization being represented.

Please complete this form and bring to your Annual Meeting.



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plans and pricing!**

**Starting speeds are now  
8X FASTER!**

