

BYLAWS As Amended January 10, 2018

WASHINGTON ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS

ARTICLE 1. NAME

The formal name of the organization shall be the WASHINGTON ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS hereinafter referred to as "WATOA".

ARTICLE 2. PURPOSE

The WASHINGTON ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS is a professional organization of individuals and organizations serving citizens in the development, regulation, and administration of cable television and other telecommunication systems. The purposes of this organization are:

- A. To establish and administer a system for the sharing of information about cable and telecommunications issues and activities that impact local governments;
- B. To enhance the capacity of members to deal with cable and telecommunications issues;
- C. To improve the administration of cable television franchises, as well as enhance the use of cable systems and other sources of multichannel video programming by local government;
- D. To provide technical assistance to membership;
- E. To provide a forum for open and balanced discussion and debate of communications issues;
- F. To communicate with other professional organizations for the overall improvement of communications services available to the public;
- G. To establish an active role in the development of telecommunications policy at the local, State and Federal level in a manner consistent with applicable law;
- H. To provide other services as may be determined by the membership; and
- I. To maintain an active affiliation with NATOA with the intent to share information and resources with our members.

ARTICLE 3. FISCAL YEAR

SECTION I. Commencement

The Fiscal year for WATOA shall coincide with the fiscal year established by the national organization, NATOA, commencing on January 1 and ending on December 31.

SECTION II. Expenditures

All expenditures of WATOA shall be in compliance with the Purposes, as described in Article 2 herein. The Board of Directors shall regularly review the expenditures to insure such compliance.

ARTICLE 4. MEMBERSHIP

SECTION I. There shall be six categories of membership.

Nonvoting Student: Open to any student.

Nonvoting Individual: Open to any individual.

Voting Agency: Open to any Washington city, town, county, state, or regional authority or a board, commission, or consortium recognized by a government authority, or their representative which is engaged in the regulation, administration, or planning of cable and/or telecommunications systems. There shall be no more than one agency membership for any Washington State jurisdiction. Agency membership entitles the member agency to two voting members. These two members shall be the designated spokesperson(s) for the agency and as such shall be the voting members on all issues that require votes. Each Agency may submit a written proxy statement should the designated member(s) be unable to be present at a voting session. Agencies may purchase additional nonvoting memberships at the amount stated in the attachment to the Bylaws. No member shall vote on behalf of more than one voting agency except by proxy.

Nonvoting Associate: Open to any individual, business or agency involved in the planning, development, programming, or research of cable and other telecommunication systems who does not qualify for agency membership. This category shall include individuals employed or affiliated with telecommunications companies or media access organizations, including Internet service providers and E-commerce agencies.

Life: The WATOA Board of Directors shall have the authority to nominate individuals for Life Memberships for approval by the voting membership present at a general meeting. Candidates for Life Membership shall be current members, or shall have been members of WATOA and have made significant contributions toward furthering the goals of WATOA at the national, regional, or state levels.

Honorary: The WATOA Board of Directors shall have the authority to extend a one-year Honorary Membership to individuals for special contributions to furthering the goals of WATOA.

SECTION II. Membership Privileges

Voting agencies are allowed a maximum of two voting member(s) who shall be the designated spokespersons for the agency and as such shall be the voting member(s) on all issues that require votes. Each Agency may submit a written proxy statement should the designated member(s) be unable to be present at a voting session. Associate Members, Student Members, Individual Members, and Honorary Members are precluded from voting and serving as either officers or Board Members; but shall receive a complete WATOA membership list and any regular or special WATOA correspondence. Life Members and Honorary Members shall be exempt from paying dues as outlined.

SECTION III. Dispute

Any dispute over membership qualifications shall be resolved by a majority vote of the Board.

SECTION IV. Dues

WATOA may establish or change membership dues in accordance with provisions of Article 9 herein. The annual dues schedule, as approved by the membership, shall be attached to all copies of these Bylaws. Dues shall be pro-rated at fifty percent (50%) of the applicable membership category from July 1 to the end of the current fiscal year. The dues for WATOA membership categories shall not exceed dues for similar categories in the National NATOA. Memberships are available on an annual basis and are dependent upon payment of dues.

ARTICLE 5. BOARD OF DIRECTORS

SECTION I. Board of Directors

The Board of Directors shall consist of four (4) officers, President, Vice-President, Secretary and Treasurer, eight (8) Regional Representatives and one (1) at-large representative from a city with a cable subscriber base of 5,000 or less. All Directors must be voting members. ~~The Immediate Past President shall also serve as a member of the board but will only vote in the matter of a tie.~~

SECTION II. Election

The Board of Directors shall be elected by a majority of the ballots cast by voting members, by mail ballot, ~~as proposed by a nominating committee appointed by the President and confirmed by the Board.~~ Ties shall be determined by the flip of a coin.

SECTION III. Terms

The President, Vice-President, Secretary and Treasurer are elected for one-year terms. Board Members shall be elected to two-year terms, with odd # seats elected in odd years, and even # seats elected in even years. The at-large board member shall be designated as having an odd # seat. The President may serve for a maximum of two consecutive terms, and must have at least one year break in service before running again. The Immediate Past President shall also serve on the board until a new president is elected, resulting in the succession of the outgoing president to Immediate Past President.

SECTION IV. Removal

Any officer or board member may be removed by a two-thirds (2/3) affirmative vote of the ballots cast by voting members by mail ballot whenever, in the judgment of the Board of Directors, the best interests of WATOA will be served by the removal.

SECTION V. Vacancies

A vacancy in any office ~~because of death, resignation, removal, or otherwise~~ may be filled by the Board on the recommendation of the Nominating Committee for the unexpired portion of the term. The Nominating Committee will make every attempt to fill the vacancy with an eligible member from the unrepresented geographic area before canvassing the general membership.

SECTION VI. President

The President shall be the principal executive officer of WATOA, shall preside at all meetings of the Board and the membership and shall serve as an ex-officio member of all committees. The President shall have primary responsibility for external relationships and serve as chief spokesperson of WATOA. The President shall become a member of NATOA.

The Immediate Past President shall serve as a member of the board but will only vote in the matter of a tie. The Immediate Past President shall serve as the WATOA legislative liaison.

SECTION VII. Vice President

The Vice President is a three year commitment. Upon completion of a one year term as Vice President, the Vice President shall automatically succeed to the Presidency, then Immediate Past President as in Section III. The Vice President shall coordinate the internal activities of WATOA, under the direction of the President. The Vice President shall serve in the absence of the President.

SECTION VIII. Secretary

The Secretary shall keep the minutes of meetings and post them to the WATOA website, see that notices are given according to the Bylaws, and be custodian of the official records of WATOA.

SECTION IX. Treasurer

The Treasurer shall act as Chief Financial Officer by overseeing the organization's finances and shall provide, at a minimum, semi-annual reports to the WATOA Board and annual financial reports to the membership.

SECTION X. Regional Board Members

Board members shall consist of eight (8) regional representatives and one (1) at-large representative selected from those five (5) cities or jurisdictions with the smallest base of cable subscribers. The eight regions are:

Region 1: "North & Puget" including Whatcom, Skagit, Snohomish, San Juan and Island counties; Region 2: "King" representing King County; Region 3: "Puget Sound & Coastal Areas" consisting of Clallam, Jefferson, Grays Harbor, Mason and Kitsap counties; Region 4: "Southwest" representing Pacific, Wahkiakum, Cowlitz, Clark, Skamania and Lewis counties; Region 5: "Rainier Valley" including Thurston and Pierce counties; Region 6: "Central" consisting of Chelan, Douglas, Grant, Yakima, Klickitat and Kittitas counties; Region 7: "Northeast" representing Okanogan, Ferry, Stevens, Pend Oreille, Spokane and Lincoln counties; and Region 8: "Tri-Cities" representing Whitman, Franklin, Walla Walla, Colombia, Garfield, Benton, Asotin and Adams counties.

ARTICLE 6. MEETINGS

SECTION I. Regular Meetings

Regular meetings of WATOA shall be held at times and locations designated by the President. These meetings shall be held for the purposes and objectives of WATOA as set forth in these Bylaws for the conducting of elections and for other business that may arise. At least one regular meeting shall be held each fiscal year. Members shall receive at least a 30-day notice.

SECTION II. Special Meetings

The President of WATOA or a vote of the Board of Directors may call a special meeting(s) of the membership at any time. A special meeting will be held at a reasonable time fixed by the President. Notice to members of special meetings shall be no less than three working days.

SECTION III. Board of Directors Meetings

The Board of Directors shall meet, in person and/or by telephone conference prior to any regular meeting of WATOA. The President may call a Board Meeting at any other time to transact regular or special business. The Board of Directors shall be authorized to conduct business on behalf of the membership.

ARTICLE 7. COMMITTEES

SECTION I. Standing Committees

The membership shall have the power to establish standing committees through amendment of the Bylaws in accordance with the provisions of Article 9 herein. The President shall have the power to appoint the members and chairs of such committees of the general membership for such terms as he/she may deem appropriate. The Legislative and Membership Committees are hereby designated as standing committees of WATOA.

The President shall appoint a Nominating committee in August. The committee shall recruit for a slate of officers and directors (slate) from members of WATOA. Recruitment and call for officers and directors shall begin at the Board meeting held at the NATOA conference in the fall. The slate shall be presented to the board for confirmation by the first meeting board of October and to the membership by October 20th. The ballots shall include biographies for each nominee. The vote collection deadline shall be the second Tuesday of November, by mail ballot. The officers and directors shall be announced by December 1st and seated on December 31st. The new board of directors' biographies shall be posted at the WATOA website.

SECTION II. Special and/or Ad Hoc Committees

The President may appoint special and/or ad hoc committees as needed.

ARTICLE 8. QUORUMS

SECTION I. General Membership

The voting members present, or present by proxy, shall constitute a quorum for the transaction of business at that meeting. Unless otherwise provided by these Bylaws, any matter may be decided by a majority vote.

SECTION II. Board

Not less than one-half of the full board shall constitute a quorum for purposes of conducting board business. Unless otherwise provided by these Bylaws, any matter may be decided by a majority vote.

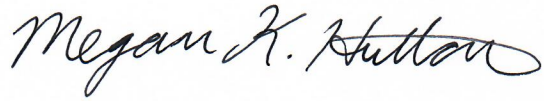
ARTICLE 9. AMENDMENT OF BYLAWS

SECTION I.

Subject to prior review by the board, these Bylaws may be amended by the affirmative vote of a simple majority of the voting members by mailed or electronic ballot, or two-thirds (2/3) of those in attendance at Regular or Special Meetings of WATOA. Not less than fourteen (14) days written notice of all amendments shall be provided to the Membership prior to consideration of such amendments.

ARTICLE 10. COMPLIANCE SECTION I. These Bylaws shall comply with any or all applicable laws.

ADOPTED this _10th day of January, 2018, as amended and certified. ATTEST:

A handwritten signature in black ink that reads "Megan K. Hutton". The signature is written in a cursive style with a large, looping initial "M".

Megan K. Hutton, WATOA Secretary

Attachment – To go at end of Bylaws ANNUAL MEMBERSHIP DUES:

Student Membership \$20.00 each Individual Membership \$50.00 each Agency Membership*

- For jurisdictions with 5,000 or fewer subscribers \$50.00 Additional nonvoting members \$25.00 each
- For jurisdictions with greater than 5,000 subscribers \$100.00 Additional nonvoting members \$50.00 each

Associate Memberships** \$150.00

- Additional nonvoting members \$75.00 each Life Memberships \$0 Honorary

Memberships \$0

*Agency memberships include two voting members. Additional nonvoting memberships may be purchased at \$25/\$50 each respectively. **Associate Memberships include two nonvoting members. Additional nonvoting memberships may be purchased at \$75 each.