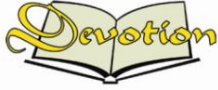




Telecommunications Board of Northern Kentucky



# TELECOMMUNICATIONS BOARD OF NORTHERN KENTUCKY

## BYLAWS

\*APPROVED WITH AMMENDMENTS MARCH 18, 1998 \* Revised 2014 \* Revised 2022

(December 2022)

### ARTICLE I – MEETINGS

#### Section 1: REGULAR MEETINGS

The board shall hold regular meetings each month. The location, the day of the month, and the time of such meetings shall be set from time to time by the Board of Directors. Such regular meeting times, location and date shall be published on the website of the Telecommunications Board and/or by any other method that satisfies the requirements of State Law, at the discretion of the Executive Director.

#### Section 2: SPECIAL MEETINGS

Special Board meetings shall be called by the Executive Director upon the request of the Chair, or by a majority of the members of the Board of Directors, and written notice shall be given to all members of the Board of Directors. Such notice shall be given in compliance with all provisions of applicable State Law. In the event of an emergency, special meetings may be held without notice so long as compliance is made with respect to KRS 61.823.

#### Section 3: ANNUAL MEETING

The annual meeting shall be the regular meeting of the Board of Directors to be held in January of each calendar year and shall be for the purpose of electing officers, as provided in Article III, Section 6 and Article IV, Section 1 of these Bylaws, and transacting such other business as may arise; provided, however, if the January meeting is canceled, postponed or not otherwise held, the next succeeding regular or special Board of Directors meeting shall serve as or constitute the annual meeting.

## ARTICLE II – CONDUCT OF MEETINGS

### Section 1: AGENDA (\*)

Prior to each Board of Directors meeting the Chair shall cause an agenda to be sent to all Board members. The agenda shall include the following items and any other appropriate items as determined by the Executive Director and/or the Chair:

1. CALL TO ORDER  
ROLL CALL/PLEDGE
2. APPROVAL OF AGENDA
3. APPROVAL OF MINUTES
4. FINANCIAL REPORT AND APPROVAL OF FINANCIALS
5. REPORTS
6. OLD BUSINESS
7. NEW BUSINESS
8. COMMENTS FROM THE FLOOR
9. COMMENTS FROM THE CHAIR
10. ADJOURNMENT

(\*) THE AGENDA MAY BE CHANGED BY THE CHAIR

### Section 2: QUORUM

A majority of the members of the entire active Board of Directors shall constitute a quorum for a meeting of the respective body. A quorum is required for the conduct of business. In the absence of a quorum at any regular meeting of the Board of Directors, the Board may discuss any business it deems appropriate, but no official action may be taken at said meeting, as provided by State Law.

## ARTICLE III – BOARD OF DIRECTORS

### Section 1: FUNCTION

The Board of Directors shall be the governing body of the Telecommunications Board of Northern Kentucky and shall conduct the affairs and business of this organization. The Board of Directors shall have all regulative, administrative and supervisory authority, powers and duties, as set forth in the Interlocal Cooperation Agreement, as amended, among the Local Governments parties thereto and providing for the creation and establishment of the Telecommunications Board of Northern Kentucky.

### Section 2: TERMS

Members' terms shall be set at two (2) years. Members of the Board of Directors may be eligible for reappointment from their respective authorities.

Section 3: REMOVAL

Any member who does not attend the meetings of the Board of Directors on a regular basis due to his or her inability or failure to do so, or for any other just cause, shall be subject to recommendation of removal from membership in the Board of Directors, at any time, by a two-thirds (2/3) majority vote of the entire Board of Directors. Said recommendation for removal shall be forwarded to the appropriate appointing body or Local Government to consider the removal of the member and appointment of a successor.

Section 4: COMMITTEES

Standing committees of the Board of Directors shall include:

- A. The TBNK Officer Nominating Committee;
- B. The Executive Committee, which shall consist of the Officers of the Board;
- C. The Budget Committee;
- D. The Personnel Committee;
- E. The Community Program Center Advisory Committee (CPCAC), which shall consist of members appointed by the TBNK Board of Directors per the CPCAC Bylaws; and
- F. The CPCAC Appointment Committee

The Board of Directors may, by an affirmative vote, establish or dissolve any standing, ad hoc, or interim committees. The Board of Directors shall make appointments to all standing committees by affirmative vote of the Directors, except for the Executive Committee, which committee shall consist of the officers of the Telecommunications Board. The Chair shall have the authority to establish any ad hoc or interim committee. The Chair shall also have the authority to appoint or remove members to and from any ad hoc or interim committee established by the Chair. In the event of a vacancy on a standing, ad hoc or interim committee, the Chair shall have the authority to appoint other members to fill the vacancy, except for the Executive Committee, which committee shall consist of the officers of the Telecommunications Board. No committee has the authority to take any official action on the behalf of the Board of Directors unless such authority was specially granted by the Board in advance.

Section 5: NOMINATING COMMITTEE

The Board of Directors shall appoint members to the Nominating Committee at the regular meeting in November of each year, or at an earlier regular meeting. This committee shall nominate Board members for the offices of Vice-Chair, Secretary, and Treasurer for the next succeeding calendar year, as provided in Article IV, Section 1 of these Bylaws. The Vice-Chair, who is then currently serving as the Vice-Chair, shall automatically become, or ascend to the office of, the Chair upon expiration of the term of office of the Chair, which expiration shall occur each calendar year at the commencement of the election at the annual meeting, as provide in Article III, Section 6 and Article IV, Section 1 of these Bylaws. In the event the office of the Vice-Chair is or becomes vacant, whether by resignation, removal or otherwise, prior to or at the commencement of the annual meeting and the corresponding election of officers, the existing Chair of the Board of Directors, whose term is expiring at that annual meeting, shall request and receive nominations

from the floor and call for the election of a new succeeding Chair, who will then (1) assume office at that annual meeting and election of officers and (2) serve during the ensuing year.

Subject to the preceding paragraph of this Section 5 of Article III, the Nominating Committee shall submit at least one (1) nominee for each office and may submit only one (1) for any and all offices if only one candidate can be found for any given office, or the Nominating Committee believes such action is in the best interests of the Board of Directors. However, at no time shall the Nominating Committee submit to the Board of Directors more than two (2) nominees for any office.

Any member of the Board of Directors, who is interested in seeking an office, may so indicate that interest to the Nominating Committee. However, the names of the nominees to be submitted to the Board of Directors shall be at the sole discretion of the Nominating Committee.

The Nominating Committee shall advise the Board of Directors, either in writing or orally in person, of the names and the offices of the proposed nominees at the regular December Board of Directors meeting, or the next regular or special Board of Directors meeting if the December meeting is canceled, at which time the names of those nominees shall be submitted to be placed on the ballot for election at the upcoming annual meeting.

Any current officer, who is filling an unexpired term due to the resignation or termination of the person originally elected to that office, shall be eligible to be nominated and to serve a full term in that office in the year following the abbreviated term that is being served.

Section 6:                    ELECTIONS AND VOTING

The election for officers of the Telecommunications Board shall be held at the annual meeting, as set forth above in Article I, Section 3, Article III, Section 5 and Article IV, Section 1 of these Bylaws. The election shall be placed on the agenda and should occur as soon as practical following the conclusion of the (1) CALL TO ORDER and ROLL CALL/PLEDGE, (2) APPROVAL OF AGENDA, and (3) APPROVAL OF MINUTES, so that the newly elected officers shall then be in place to assume control of and conduct the balance of the Board of Directors meeting. The Secretary shall prepare ballots listing the names of all candidates, who have been nominated for office prior to the date of the annual meeting, or, if there is only one member nominated for each office, the slate of nominees may be presented at the annual meeting, in writing or orally in person, for confirmation by a vote of acclamation.

In order to be elected to an office, either for the regular election held at the annual meeting or for any special election held at any other time during the year, a candidate must receive a majority of the votes cast, or be the only person nominated for such office and confirmed by a vote of acclamation. Should no candidate receive a majority of the votes cast on the first ballot, another ballot shall be taken containing only the names of the two persons receiving the highest number of votes, or the names of all persons who tied for second place, and this process shall continue until one candidate receives a majority of the votes cast. If more than two names appear on the second or subsequent ballots because of a tie for second place, the names of those who finish lower than second place shall be removed from subsequent ballots as soon as that tie is broken.

Section 7: ELECTION OF ALTERNATE REPRESENTATIVES

As provided in the Interlocal Agreement, each regular board member and cluster board member may have an alternate elected to serve on the Board of Directors in the absence of such member from a Board meeting. Such alternate representative shall have, for the duration of said meeting(s), all of the authority that the active cluster representative or regular board member has to participate in the business of the board and to vote on agenda items and other normal appropriate actions. Each regular board member may have an alternate representative appointed by the regular board member's respective jurisdiction. Each cluster, when it makes its two-year rotation for the active seat on the full Board of Directors, may elect from among themselves a non-active cluster member, who shall serve as the alternate cluster representative, and, as provided above, who may attend Board of Directors meetings in the absence of the current active cluster representative who is not able to attend during that two year term. The clusters shall notify the Executive Director before the annual meeting of the Board of Directors (or as soon as possible thereafter), the name of the person who shall serve as the 1<sup>st</sup> Alternate. Service as an alternate shall not be considered as time served under Section 5.7 of the Interlocal Agreement.

ARTICLE IV - OFFICERS

Section 1: OFFICERS AND TERMS OF OFFICE

The officers of the Board of Directors shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. No Director shall hold more than one office. Terms of office shall be one (1) year. Officers shall take office at the conclusion of the election process to be conducted each calendar year at the Annual Meeting, as described in Article I, Section 3 and Article III, Section 6 of these Bylaws. The Vice-Chair shall automatically become Chair upon expiration of the term of office of the Chair, as described in Article III, Section 5 of these Bylaws. The Chair may not serve more than one (1) full consecutive elected term, however, the Chair may continue to serve beyond the initial elected year on an interim basis, if there is an unfilled vacancy and so long as the term of office of said Chair as a Director has not expired.

Section 2: REMOVAL

An Officer of the Board of Directors shall be subject to removal from such office (however not from the active seat on the Board of Directors) with cause, at any time, by a two-thirds (2/3) majority of the entire Board. Such removal from an office (i.e., Chair, Vice-Chair, Treasurer, Secretary) does not constitute removal from membership in the Board of Directors. Any possible removal from membership in the Board of Directors is addressed in Section 3: REMOVAL under Article III BOARD OF DIRECTORS.

Section 3: CHAIR OF THE BOARD

The Chair shall be the chief executive officer of the Telecommunications Board and shall be subject to the directions and the limitations imposed upon him by the Board of Directors and the Interlocal Agreement. The Chair shall coordinate the activities of the other officers of the Telecommunications Board and shall preside at the meetings of the Board of Directors. The Chair and/or the Executive Director shall execute all major instruments, contracts and documents (i.e.,

large equipment purchases, building lease or purchase) in the name and on behalf of the Telecommunications Board. All purchases shall be subject, however, to TBNK purchasing procedures or prior approval by a majority vote of the Board of Directors. The Executive Director may sign general or typical types of contracts or work orders relating to daily operations of the Telecommunications Board (e.g., for repairs, office equipment contracts, telecommunications services contracts, web site and web stream hosting, or vendors.) The Chair, along with the Treasurer and the Executive Director, will be responsible for double signing of checks; and will be designated as one of the three people authorized to provide double signatures for checks issued by the Telecommunications Board.

Section 4: VICE-CHAIR

The Vice-Chair shall perform the duties and exercise the powers of the Chair during the absence of the Chair or the inability of the Chair to serve or act. The Vice-Chair shall also have the power to perform such duties as assigned by the Board of Directors or the Chair. The Vice-Chair shall automatically become Chair upon the resignation, removal, or expiration of the term of office of the Chair, as provided in Article III, Section 5 and Article IV, Section 1 of these Bylaws. The Vice-Chair may also perform the monthly sign-off for the minutes in the absence of the Secretary, as well as the sign-off on the monthly Bank Statement Review form in the absence of the Treasurer.

Section 5: SECRETARY

The Secretary, working with the staff of the Telecommunications Board, shall be responsible for (1) recording and retaining the official minutes of the Board of Directors and all other official records and documents of the Telecommunications Board, and (2) overseeing other duties as assigned by the Board of Directors, or the Chair. The Secretary shall review and approve minutes for submission to the Board of Directors and shall provide to the staff of the Telecommunications Board a signed copy of such minutes, as approved by the Board, for filing and retention.

Section 6: TREASURER

The Treasurer shall be responsible for the accounting of funds, and other duties as assigned by the Board of Directors, or the Chair. The Treasurer, working with the staff, shall provide the Board of Directors with all required financial statements. The Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer, along with the Chair and the Executive Director, will be responsible for double signing of checks; and will be designated as one of the three people authorized to provide double signatures for checks written by the Telecommunications Board. The treasurer shall review and sign off on the monthly Bank Statement Review form.

Section 7: DELEGATION OF DUTIES

By approval of the Board of Directors at any meeting, the duties of any officer of the Telecommunications Board may be delegated to the staff, in which case it shall be the responsibility of the Executive Director to ensure that such duties are carried out. However, it

shall remain the responsibility of the respective officer to work with the Executive Director to ensure that these duties are carried out in a timely and satisfactory manner.

Section 8: VACANCY OF AN OFFICE

A vacancy shall occur in any office when the person holding that office ceases to be a member of the Board of Directors or resigns or is removed from that office. In the event a vacancy occurs in the office of the Chair, the Vice-Chair shall assume the office of Chair for the remainder of the unexpired term and then continue as Chair for the following year. The Board of Directors shall vote to determine who will fill the unexpired term of all other vacated offices at the next Regular or special Board meeting immediately following the effective date of the vacancy.

ARTICLE V-MANAGEMENT AND COUNSEL

Section 1: STAFF

The Board may, at its discretion, employ an Executive Director who may employ others as are necessary to carry out the functions of the Telecommunications Board within its adopted budget.

Section 2: COUNSEL

The Board may employ the services of an attorney-at-law in order to ensure proper legal counsel to the Board of Directors and the Telecommunications Board.

ARTICLE VI-DEPOSITORY

All moneys of the Telecommunications Board shall be deposited in one or more financial institutions (designated depositories), and/or into one or more accounts.

ARTICLE VII-BY-LAWS

*These Bylaws may be amended, repealed, or added to at any regular meeting of the Board of Directors upon approval of a majority of the entire Board, provided, however, that such proposed changes, amendments or modifications shall have been submitted first to the Directors in writing and at the previous regular Board meeting immediately preceding the regular meeting, at which action is proposed or scheduled to be taken by the Board of Directors with respect to such proposed changes, amendments, or modifications.*

ARTICLE VIII – DEFINITIONS

“**Interlocal Agreement**” shall mean the Interlocal Cooperation Agreement among the Local Governments, approved on March 12, 1996, by the Attorney General of the Commonwealth of Kentucky, pursuant to the Interlocal Cooperation Act of Kentucky (KRS § 65.210 et seq.), filed

with the Secretary of State of the Commonwealth of Kentucky on March 21, 1996, and recorded in the Kenton County Clerk's Office (Miscellaneous Book 341, Page 315) on March 21, 1996, as such agreement may be amended, modified or restated, or replaced or substituted entirely by another agreement or agreements made and entered pursuant to the Interlocal Act.

"Telecommunications Board" or "TBNK" shall mean the Telecommunications Board of Northern Kentucky, which was established pursuant to the Interlocal Agreement.

"**State Law**" shall mean any statutory law, regulation, rule, administrative order, order, or other requirement of the Commonwealth of Kentucky in effect at any time during the effectiveness of these Bylaws, including, without limitation, the Open Records Act, KRS 61.800 to 61.850.

000N063.0752505 4868-2185-2182v1