

**BY-LAWS**  
**of the**  
**WESTERN SONOMA COUNTY INTERNET COOPERATIVE CORPORATION**

**ARTICLE I - OFFICES**

The principal office of the Cooperative in the State of California shall be located in Western Sonoma County. The Cooperative shall continuously maintain a registered office and agent in California.

**ARTICLE II - PURPOSE**

The primary purpose of the Cooperative shall be to provide full-time connections to the Internet for residents of Western Sonoma County. A secondary purpose shall be to support a community network in Western Sonoma County. Any other business activities, as allowed by the Articles of Incorporation of the Cooperative, may be pursued in support of the purposes stated above.

**ARTICLE III - MEMBERSHIP**

**SECTION 1. QUALIFICATIONS FOR MEMBERSHIP.** Membership shall be open to any person or family whose home is within the Western Sonoma County area, who agrees to abide by the membership agreement and Bylaws established by the Board of Directors (the Directors), and who pays the dues and fees prescribed by the Directors. An applicant shall be considered a member upon written acceptance of his application and payment of dues and fees, as established by the Directors. The membership agreement, as established by the Directors, shall be uniform in its application to all members.

**SECTION 2. SUSPENSION OF SERVICE OR MEMBERSHIP.** The Directors or the Technical Group designated by the Directors may suspend, without prior notice, a member's service for interference with network operations or for violation of policies for network use, as defined by the Directors, if such suspension is in the opinion of the Directors or the Technical Group necessary to protect the integrity of the service provided by the Cooperative. However, a member shall be given notice of such suspension as soon as is reasonably possible after such suspension, and the suspended member's service shall be reinstated within 24 hours after interference is eliminated and the Technical Group approves such reactivation and, in the case of usage violations, the member agrees in writing to eliminate the specific practices in violation of policy. The Directors may set reactivation fees. Network interference includes but is not limited to initiation of broadcast storms, advertisement of improper routes, continual operation at high error rates, email spamming, software piracy, hacking into member or non-member computers, and any violations of state or federal laws.

The Directors, upon majority approval, may suspend a member after 30 days notice for failure to pay required fees or comply with the membership agreement. In the event that the non-payment or failure to comply with the membership agreement is corrected within 30 days of notice of the same to the member, the member may be reinstated upon majority approval of the Directors.

**SECTION 3. MEMBERSHIP MEETINGS.** An annual meeting of the members shall be held as soon as possible on or after the first Wednesday of January in each year, beginning with the year 2003 for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. A meeting shall be by any means possible including electronic and telephone conferencing at the discretion of the Directors.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors.

A written or printed meeting notice shall be delivered not less than five days before the date of the meeting, either personally, by electronic mail, or by postal mail, by or at the direction of the Directors to each member of record. If postal mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Cooperative, with postage thereon pre-paid. If electronically mailed, notice, shall be deemed to be delivered upon submission to an electronic mail transfer agent.

All members in good standing at the time of the meeting shall have a vote in matters requiring such at the meeting.

**SECTION 4. MEMBERSHIP RECORD.** The Secretary shall make a complete list of the members in good standing entitled to vote at any meeting. The member list shall be subject to inspection by any member by request.

**SECTION 5. QUORUM.** At any meeting of members one fifth of the members attending in person or by proxy shall constitute a quorum. The departure during the meeting of enough members to leave less than a quorum shall still constitute a quorum.

**SECTION 6. PROXIES.** Voting by proxy is allowed using methods determined by the Directors.

**SECTION 7. VOTING.** Each member entitled to vote in accordance with the terms and provisions of the articles of incorporation and these bylaws shall be entitled to one vote. All election questions shall be decided by majority vote except as otherwise provided in the laws of this State. A member whose dues and fees are not paid 30 days from due date forfeits all rights and cannot vote and shall not be considered in determining the number of members.

## **ARTICLE IV - BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The business and affairs of the Cooperative shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations as they may deem proper, not inconsistent with these bylaws and the laws of the State of California, for the conduct of their meetings and the management of the Cooperative.

**SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors of the Cooperative shall be no fewer than three nor more than seven. The initial Board shall comprise six Directors. Thereafter, within the bounds above, the number of Directors shall be set by resolution of the Directors. Each Director shall serve for a four year term. (In the first Directors' election, 4 Directors shall be elected to 4 year terms and 2 Directors shall be elected to 2 year terms). Board of Directors elections shall be held every 2 years in January and the Directors shall take office immediately upon election.

**SECTION 3. MEETINGS.** The Directors shall hold additional regular or special meetings, with or without notice, to conduct the business of the Cooperative, as determined by the Directors.

**SECTION 4. QUORUM.** At any meeting of the Directors a majority shall constitute a quorum for the transaction of business.

**SECTION 5. MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

An act of all of the Directors voting by teleconference or electronic mail shall be the act of the Directors. Such vote shall be recorded in the minutes of the next regular or special meeting. Any dissent in such vote shall defer the matter to the next regular or special meeting.

**SECTION 6. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.** Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor.

**SECTION 7. RESIGNATION.** A Director may resign at any time by giving written or electronic mail notice to all members of the Board. Acceptance of the resignation shall not be necessary to make it effective.

**SECTION 8. COMPENSATION.** No compensation shall be paid to Directors, acting as such, for their services.

**SECTION 9. COMMITTEES.** The Directors shall appoint a Technical Group of no fewer than three members. All initial network service connections and connection changes shall be subject to approval by the Technical Group. The Technical Group shall have authority to suspend service to any member whose service connection or use of service adversely interferes with the service of other members of the Cooperative, the Cooperative or connected networks such as the Internet. A member's service may be re instated on approval of the Technical Group.

**SECTION 10. ANNUAL REPORT.** The Directors shall be responsible for filing, as required by statute, the annual report in the office of the Secretary of State.

## **ARTICLE V - OFFICERS**

**SECTION 1. NUMBER.** The officers of the Cooperative shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be a member and elected by the Directors. The offices of Secretary and Treasurer may be held by the same person.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the Cooperative to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the members.

**SECTION 3. REMOVAL.** Any officer, elected or appointed by the Directors, may be removed by the Directors whenever, in their judgment, the best interests of the Cooperative would be served thereby.

**SECTION 4. VACANCIES.** A vacancy in any office may be filled by the Directors for the unexpired portion of the term.

**SECTION 5. PRESIDENT.** The President shall be the chief executive officer of the Cooperative and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Cooperative. The President shall, when present, preside at all meetings of the members and of the Directors. The President may sign, with the Secretary or any other proper officer of the Cooperative thereunto authorized by the Directors, certificates of membership of the Cooperative, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

**SECTION 6. VICE-PRESIDENT.** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Directors.

**SECTION 7. SECRETARY.** The Secretary shall keep the minutes of the members' and of the Directors' meetings, see that all notices of the Cooperative are duly given or as required, have general charge of the records of the Cooperative including membership records, and in general perform all duties incident to the office of Secretary.

**SECTION 8. TREASURER.** If required by the Directors, the Treasurer shall give a bond for the faithful discharge of required duties in such sum and with such surety or sureties as the Directors shall determine and at the expense of the Cooperative. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Cooperative; keep full and accurate accounts of receipts and disbursements in books belonging to the Cooperative; receive and give receipts for moneys due and payable to the Cooperative from any source whatsoever, and deposit all such moneys in the name of the Cooperative in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws; enter or cause to be entered regularly in the books of the Cooperative kept for that purpose full and accurate accounts of all moneys received or paid or otherwise disposed of by the Treasurer; maintain an accounting, by member, of all monies paid or owed by members; render to the Directors, whenever the Directors may require, an account of the financial condition of the Cooperative and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors.

## **ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. CONTRACTS.** The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

**SECTION 2. LOANS.** No loans shall be contracted on behalf of the Cooperative and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

**SECTION 3. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Cooperative, shall be signed by such officer or officers, agent or agents of the Cooperative and in such manner as shall from time to time be determined by resolution of the Directors.

**SECTION 4. DEPOSITS.** All funds of the Cooperative not otherwise employed shall be deposited from time to time to the credit of the Cooperative in such banks, trust companies or other depositories as the Directors may select.

## **ARTICLE VII- FISCAL YEAR**

The fiscal year of the Cooperative shall begin on the first day of January in each year.

## **ARTICLE VIII – REVIEW OF BYLAWS AND AMENDMENTS**

These Cooperative Bylaws shall be reviewed no less than twice annually by the Directors.

Amendments to these bylaws may be made by a majority of the Directors. Amendments to these bylaws may be made by petition presented to the Secretary and signed and dated by three-fourths (3/4) of the members provided the signatures are gathered over no more than a 30 day period.

These bylaws may be altered or amended at any time.

## **ARTICLE IX – INDEMNIFICATION**

The Cooperative shall indemnify, defend, and hold harmless each officer, director, and agent of the Cooperative to the full extent of the law from and against all costs, losses, expenses, and claims incurred by such person because the person is or was a director, officer or agent of the Cooperative provided such person conducted himself in good faith, the person reasonably believed that his conduct was in the cooperative's best interests, in the case of conduct in such person's official capacity, or in all other cases, his conduct was at least not opposed to the cooperative's best interests, and in the case of any criminal proceeding, the person had no reasonable cause to believe that his conduct was unlawful.

The Cooperative shall have the power to purchase and maintain insurance on behalf of any present or former director, officer, or agent of the cooperative.

## **ARTICLE X - DISTRIBUTIONS**

The Directors shall at the end of each fiscal year provide for the distribution of the cooperative's net savings from operation remaining after expenses have been met, according to the following method:

The Directors shall firstly allocate from such net savings to a General Surplus Reserve an amount it shall determine to be necessary or appropriate to absorb operating deficits, losses and unanticipated costs or expenses. The amount so allocated shall be the indivisible property of the Cooperative as a whole.

The Directors shall secondly allocate from remaining net savings to a Facilities and Maintenance Reserve an amount it shall determine to be necessary or appropriate to fund replacement or expansion of network facilities. This amount shall also be the indivisible property of the Cooperative as a whole.

Thirdly, the Directors may, at their discretion, allocate from remaining net savings an amount for reimbursement of initial capital investments in the Cooperative

The remainder of the net savings shall be distributed, at the discretion of the Board of Directors, to the members as a credit or in cash.