



TeleMedia

Bylaws Amendment Notice

Electronic Voting

The General Assembly of the State of Indiana has enacted amendments to Indiana Code chapter 8-1-17, effective as of July 1, 2018, which permit local cooperatives to incorporate the use of electronic voting.

The Board of Directors has unanimously determined that it is in the best interest of the cooperative to amend the Bylaws to adopt this change. The exact verbiage adopted into the bylaws can be found below.

The change will take effect August 10, 2018.

If you have any questions regarding this amendment please contact us at 812-967-3171.

**AMENDMENT
TO THE BYLAWS OF
WASHINGTON COUNTY RURAL TELEPHONE COOPERATIVE, INC.**

The Bylaws of Washington County Rural Telephone Cooperative, Inc., an Indiana local cooperative corporation (the "Corporation"), as amended from time to time, (the "Bylaws") are hereby amended as of the date set forth above, to read as follows:

1. Section 3 of Article III of the Bylaws is hereby deleted in its entirety and replaced to read as follows:

SECTION 3.3 Notice of Members' Meetings

Written, printed, or electronic notice stating the place, day and hour 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 delivered not less than fifteen (15) days nor more than sixty (60) days before the date of the meeting, either personally, by mail, or electronically, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the Cooperative, with postage thereon prepaid. If transmitted electronically, the notice is considered delivered when transmitted to the electronic mail address or other address provided by the member for electronic communications. The incidental or unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action, which may be taken by the members at any such meeting.

2. Section 5 of Article III of the Bylaws is hereby deleted in its entirety and replaced to read as follows:

SECTION 3.5 Quorum

Business may not be transacted at any meeting of the members unless at least two percent (2%) of the then total number of all the Cooperative's members (a) are present in person at any meeting of members or (b) as authorized under Section 3.6, cast votes before the date of any meeting of members, except that, if less than a quorum is present at any meeting a majority of those present in person may adjourn the meeting to another time and date provided that the Secretary shall notify any absent members of the date, time and place of such adjourned meeting by delivering notice thereof as provided in Section 3.3. At all meetings of the members, whether a quorum be present or not, the Secretary shall affix to the meeting minutes, or incorporate therein by reference, a list of those members who were registered as present in person or who cast votes before the date of such meeting of the members in accordance with Section 3.6. Any votes cast after notice of a meeting of members is provided in accordance with Section 3.3 and before the date of the meeting of members, whether cast in person, by mail, or by electronic ballot, shall count toward the quorum requirement set forth in this Section 3.5 and toward any other quorum requirement lawfully established in the Cooperative's Articles of Incorporation or the Bylaws.

3. Section 6 of Article III of the Bylaws is hereby deleted in its entirety and replaced to read as follows:

SECTION 3.6 Voting

Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. With respect to any matter submitted to a vote at a meeting of the members, the members may cast votes (a) in person at the meeting or (b) after notice of a meeting of members is provided in accordance with Section 3.3, before the date of the meeting of the members either in person, by mail, or by electronic ballot. Cumulative voting is not permitted. All issues with respect to voting shall be governed according to the latest edition of Rules of Order used by the Cooperative unless otherwise specified by law or the Articles of Incorporation. Voting by members other than members who are natural persons shall be allowed upon presentation to the Cooperative, prior to each member meeting, satisfactory evidence entitling the person presenting the same to vote. All questions, except those involving multiple choice issues or determinations, shall be decided by a vote of a majority of the total number of members who either are present in person at any meeting of members or, as authorized under this Section 3.6, cast votes before the date of any meeting of members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Multiple choice issues or determinations shall be decided by a plurality vote. In the election of Directors, a voice vote may be permitted if there is no competition for the seat or seats to be filled.

Notwithstanding the foregoing provisions of this Section, in the event of a member's absence from a meeting of the members any person of legal age currently residing in the member's household may vote on behalf of such member and participate in the meeting's activities to the same extent that such member could vote and participate if present in person.

4. Subsection a. of Section 7 of Article III of the Bylaws is hereby deleted in its entirety and replaced to read as follows:

SECTION 3.7 Order of Business

...

- a. Report on the number of members who are present in person at such meeting and who, as authorized under Section 3.6, cast votes before the date of such meeting.

5. This Amendment shall be effective within thirty (30) days after this Amendment is promulgated to the Corporation's membership at large.
6. This Amendment amends the Bylaws to the extent provided herein only and all other provisions thereof shall remain in full force and effect.