

BYLAWS OF THE NATIONAL ASSOCIATION OF TELECOMMUNICATIONS
OFFICERS AND ADVISORS (NATOA)
As Amended June 2010

Article I. NAME, OFFICE AND PURPOSE OF ASSOCIATION

Section 1. Name and Office

The name of the organization shall be the National Association of Telecommunications Officers and Advisors ("NATOA" or "Association"), as set forth in the Articles of Incorporation. The Board of Directors shall designate the principal office of the Association.

Section 2. Purposes

A. The purposes for which the Association is formed, none of which are for profit, are as set forth in the Articles of Incorporation and these Bylaws. All NATOA purposes or activities shall be in accordance with the scope of purposes and activities authorized by Internal Revenue Code Section 501 (c)(4).

B. The National Association of Telecommunications Officers and Advisors is a professional association composed of individuals and organizations serving citizens through local, state, federal and regional authorities in the development, regulation, and administration, policy and use of cable television and other telecommunications. The purposes of NATOA are:

1. Establishing and administering a system for the sharing of information about communications and, information technologies, cable and telecommunications issues and activities that impact local governments.
2. Providing education and training for local government officials to enhance the capacity of local governments to deal with communications and information technologies, cable television, and telecommunications issues.
3. Providing education and training to improve the administration of cable television and telecommunications franchises and the use of communications, information, and cable systems by local governments.
4. Providing technical and other informational assistance to the membership.
5. Researching, representing, and advocating as appropriate for local government needs in the use, development, and regulation of communications, information, cable television and telecommunications systems, in accordance with the policies developed and approved by the membership.
6. Providing a forum for open and balanced discussion and debate of controversial issues.

7. Developing and maintaining standards for certification or recognition in the fields of telecommunications regulation and video production
8. Communicating cooperatively with other professional organizations for the overall improvement of communications and information services to the public.
9. Assisting in the development and operation of telecommunications and information networks for local communities.
10. Developing, and assisting in the development and support of chapters with similar goals and interests with regard to telecommunications or information issues to further the purposes of NATOA, including designation of such groups as official chapters of NATOA upon application to, and approval by, NATOA.
11. Any other purpose determined by the membership consistent with the District of Columbia Non-profit Corporation Act.

Article II. AFFILIATIONS

A. NATOA may, by separate agreement approved by the NATOA Board of Directors establish and maintain an affiliation with other non-profit and governmental organizations sharing common interests and concerns; provided that such affiliation in no way compromises the tax exempt status of NATOA or exposes NATOA to liability.

Article III. MEMBERSHIP

Section 1. Membership, Generally.

Membership in NATOA, with associated privileges, is open to those who qualify under the membership categories set forth in these Bylaws and whose dues payments to NATOA are current, where applicable.

Section 2. Membership Categories

These shall be six categories of membership, as follows:

- A. **INDIVIDUAL:** Open to any individual who is currently elected, appointed, employed by, or primarily retained by a municipal, county, or state government, or a regional authority engaged in the regulation, administration, programming or planning of video, information and/or communications systems.
- B. **AGENCY:** Open to any municipal, county, state or regional authority or a board, commission, or consortium sanctioned by a government authority which is engaged in the regulation, administration, programming or planning of video, information and/or communications systems.

C. ASSOCIATE: Open to any individual from a non-profit or profit-making organization, or governmental entity involved in the planning, development, programming, or research of video, information and other communications systems who do not qualify for full membership. Also open to individuals who meet the criteria for individual membership, but who instead wish to exercise the option to join as associate members.

D. STUDENT: Open to any individual registered and attending an institution of higher education who is interested in the planning development, programming or research of video, information and other communications systems. Students may also be eligible to join as associate members.

E. HONORARY: The Board shall have the authority to nominate individuals for Honorary Membership. The Board will then submit these names to the full membership for approval at a general meeting. The vote required for approval shall be a majority of those voting members credentialed at the meeting. Nominations shall also be accepted from the floor. These candidates shall be individuals who are not currently NATOA members, yet who have made significant contributions toward furthering the goals of NATOA at the national, regional, or state level.

F. LIFE: The Board shall have the authority to nominate individuals for Life Membership. The Board will then submit these names to the full membership for approval at a general meeting. The vote required for approval shall be a majority of those voting members credentialed at the meeting. Nominations shall also be accepted from the floor. These candidates shall be individuals who are currently, individual or agency members of NATOA and who have made outstanding contributions toward furthering the goals of NATOA and its membership over a period of years and in recognition of significant achievement on national, regional, or state levels. Depending upon employment status a LIFE member shall be considered as either an "INDIVIDUAL" OR "ASSOCIATE" member for purposes of receiving membership privileges.

Section 3. Membership Privileges

A. An INDIVIDUAL (Voting) member shall have a right to vote in all NATOA national and committee business, participate in all general meetings, national and committee business, including election of the Board of Directors and Officers, and amendments to the Bylaws, and may be nominated, elected or appointed to serve on the Board of Directors. Individual members shall receive NATOA's general publications, the NATOA Membership Directory, NATOA member rates for publications and registration fees at NATOA conferences or training activities, and special mailings.

B. An AGENCY member shall have a right to vote in all NATOA national and committee business, and a right to participate in all general meetings, national and committee business, including election of the Board of Directors and Officers, and amendments to the Bylaws. The Agency Member shall designate one individual from its organization as its single voting delegate at general and annual business meetings, for receipt of mailed ballots, and such individual may

be nominated, elected or appointed to serve on the Board of Directors. In the event of mail-in ballots, each agency may submit only one ballot. Agency members may receive multiple copies of NATOA's general publications, the NATOA Membership Directory, and special mailings. Any participant in the member Agency may receive member rates for publications and registration fees at NATOA training conferences and activities.

C. ASSOCIATE and STUDENT (Non-voting) members shall receive NATOA's general publication and NATOA member rates for publications and registration fees at NATOA conferences or training activities. ASSOCIATE members shall also receive the NATOA Member Directory. ASSOCIATE and STUDENT Members do not have voting rights, and may not be nominated, elected or appointed to serve on the Board of Directors.

D. LIFE members shall be exempt from paying dues and shall have all attendant rights and privileges of an INDIVIDUAL OR ASSOCIATE member, depending upon which membership category criteria he/she currently meets. In the event a LIFE member has a change in employment which may affect membership status if the member in question were a regular Individual member or which may present a conflict of interest, the majority of the Board of Directors shall determine the eligibility of the LIFE member in question to continue to receive the benefits outlined in this section.

E. HONORARY members shall be exempt from paying dues and shall receive NATOA's official newsletter publication as well as reduced registration fees for participating in any NATOA conference or training activity.

F. All benefits described in this section are conditioned upon the member currently meeting the qualification criteria, applicable dues being current and paid, and therefore in good standing.

Section 4. Membership Term

INDIVIDUAL, ASSOCIATE and STUDENT memberships shall continue for the length of the current period regardless of changes in employment or education status which may affect membership eligibility; provided that voting rights associated with INDIVIDUAL membership shall, in the event of membership ineligibility, be suspended for the period of ineligibility. A member shall notify NATOA in writing of ineligibility within 30 days of the occurrence of ineligible status.

Section 5. Membership Categories and Dispute Resolution

- A. NATOA's Executive Director, or his/her designee, shall make the initial determination as to the membership category of an individual, organization or government entity.
- B. Any disputes over the assignment of a membership category may be appealed by the affected individual, organization or government entity, in writing to the President of the NATOA Board of Directors within thirty (30) days of having received notice of their classification.

C. Any disputes over membership qualifications/classifications shall be resolved by a majority vote of the Board of Directors within sixty (60) days of receipt of written notice of the dispute.

Section 6. Dues

A. The yearly dues shall be as shown in the dues schedule appended to these Bylaws. Changes in the dues schedule shall be proposed by the Board and ratified by a vote of the membership in accordance with the provisions of Article XIV, except as provided in Subsection B, hereof.

B. If recommended by the Secretary/Treasurer based on annual incremental cost increases, and approved by the Board, each category of the annual dues structure except for student memberships shall be increased by five percent (5%), rounded up to the nearest \$5.00. Such increase, if approved, shall occur not more often than annually at the beginning of a membership year.

C. Pursuant to Article XII of these Bylaws, the Board may establish annual contribution levels and/or assess additional dues from members to support costs associated with NATOA's Government and Legislative Relations function.

Article IV. FISCAL YEAR: RECORDS

Section 1. The fiscal year for NATOA shall be from January 1 to December 31, or as otherwise established by the NATOA Board of Directors.

Section 2. Official NATOA records shall be maintained at the official office of the Association, as designated by the Board of Directors under Article I hereof.

Article V. QUORUMS, VOTING AND PARLIAMENTARY AUTHORITY

Section 1. QUORUMS

A. General Meetings. A simple majority of those voting members credentialed at any general meeting of the Association shall constitute a quorum for the transaction of business at the meeting.

B. Board and Committee Meetings. A majority of the Board of Directors or of a committee shall constitute a quorum for the transaction of business at any meeting of the Board or committee, but if less than a majority, a majority of the Directors or committee members present may adjourn the meeting from time to time without further notice.

Section 2. VOTING

A. Voting Member

The term "voting member" shall refer to those classes of membership authorized to vote in Article III, Section 3, of these Bylaws as they may be amended from time to time. Prior to any general meeting or election the Executive Director is responsible for preparing the official voter eligibility list of those qualified to vote.

B. Majority Vote

1. Unless otherwise specified in these Bylaws, decisions of the Association, Board, and Committees shall be determined by a majority vote of those authorized votes cast.
2. In referendums by mailed ballot the simple majority will be determined by the number of ballots cast, which were received by the stated deadline. All ballots shall be kept at the NATOA office for two (2) years following the completion of the election and/or referendum.

Section 3. Proxy Voting

A. The Board of Directors may not use proxy voting for board meetings.

B. Proxy voting for membership meetings shall be allowed provided that all of the following requirements are met:

1. Official proxy forms must be filed at the headquarters office no later than ten days prior to the date of the business meeting.
2. The proxy may be limited as indicated on the form.
3. Each proxy form may only be used for one session.
4. If the proxy form is submitted electronically or by fax, an original signed form must be sent to the headquarters as soon as practicable.

C. Waiver of 10-day Rule. Registrants to the event at which the General Membership Meeting is held, who, for emergency or medical reasons, cannot meet the 10-day criteria described in B1 above but who can and do meet the requirements of B2, 3, and 4 may request a waiver of the 10-day filing requirement and may be permitted to provide a proxy under such circumstances. Emergency requests shall be directed to the Executive Director as soon as possible.

D. The Executive Director is authorized to validate Proxy Forms and amend the Voter Eligibility List to reflect the validated proxies.

Section 4. Elections and Referendums by Mail

A. Annual Elections of Officers and Directors will be conducted by mail ballot on an annual basis. Specifically, the Nominating Committee will circulate via mail to the voting members at

least sixty (60) days prior to the Annual Business meeting a ballot listing no more than two recommended candidates for the office of President-Elect, all qualified Director candidates and, in the event of a vacancy, the candidate(s) recommended for the office of President. In all cases, a write-in option will be given to the voting members. The voting process must be completed at least thirty (30) days in advance of the date of the Annual Business meeting.

B. The Board of Directors may determine that NATOA's best interests will be served by votes or referendums conducted by mail outside of those prescribed in Article VI, Section 4.A. In such event, a summary notice, materials describing all issues, copies of any actual documents to be approved, and the ballot itself, must be distributed to all voting members in good standing. This packet must be mailed at least twenty-five (25) days in advance of the balloting deadline.

C. The Executive Director shall supervise a ballot registration procedure for the distribution of ballots by mail to ensure the integrity of the voting process.

D. A majority vote shall be required for election of any Officer position. In the event that no candidate receives a majority vote, a runoff election shall be conducted.

E. A plurality vote shall be required for election to a Director position. In the event of a tie for a Director position, the election shall be decided by a coin toss.

Section 5. Alternate methods of voting

In all cases referenced by these Bylaws, voting by electronic means may be used as an alternate method of voting to mailed ballots, provided that all of the following conditions are met:

A. The Board shall determine that the election or other vote is to be conducted by the alternate balloting process.

B. The Board shall safeguard the integrity of any alternate method by ensuring that the ballot process contains safeguards to prevent duplicate or unauthorized balloting, that the association's rules are followed, and that members who do not have access to the chosen method are provided with an alternate and secure means of casting their vote.

C. The method adheres to all other voting requirements and deadlines as otherwise stated in these Bylaws.

Section 6. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, or other parliamentary authority approved by the membership, shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the association unless otherwise determined by the membership, Board or Committee.

Article VI. BOARD OF DIRECTORS

Section 1. General Powers

A. The authority to manage the affairs of NATOA shall be subject to the Articles and the provisions of the Internal Revenue Code, and shall be vested in a Board of Directors.

Section 2. Board Members

A. The members of the Board shall consist of eleven voting Directors (one President, one President-Elect and nine Directors) and one non-voting Director (the Immediate Past President) all of whom must maintain status as a voting member of the association throughout the duration of their terms.

B. The Board of Directors shall have the authority to appoint, at its option, an Executive Committee which shall be composed of the President, President-elect, and Secretary-Treasurer.

C. The Board of Directors shall have authority to appoint, at its option, and subject to the Articles and the Internal Revenue Code, additional ex-officio or advisory (non-voting) Board members from organizations maintaining an affiliation with NATOA under Article II hereof if the Board determines that a formal organizational relationship in the form of a non-voting seat on the NATOA Board will support and advance the best interests of NATOA. If the Board determines the interests of NATOA will be served by providing a voting seat on NATOA's Board to an affiliate organization, then such recommendation shall be submitted to the membership for approval. At no time will Affiliate Board voting seats authorized under this section be greater than four without an amendment to these Bylaws.

D. In the event a Board Member has a change in employment which may affect membership status or present a conflict of interest, the majority of the remaining Board members shall determine the eligibility of the individual in question to continue to serve on the Board. In the event the Board member is determined to be ineligible, a vacancy shall be declared and filled by the process established in Article VII, Section 5.

Section 3. Code of Conduct

The Board of Directors shall develop and approve a Code of Professional Conduct that shall set forth the ethical and professional standards to be met by Directors (including Officers) in performance of their duties. Written Agreement to meet the standards of conduct prescribed by the Code shall be a prerequisite to seeking election or appointment as an Officer or Director, and violation thereof shall constitute grounds for removal. The Code shall be published and made available with the Bylaws document, and the membership shall be notified of any substantive changes to the Code.

Section 4. Removal and Resignation

Any Director or Officer may be removed by the Board of Directors by a vote of two-thirds of all unaffected members of the Board, excluding vacancies, whenever, in its judgment, a Director or Officer has violated the NATOA Board of Director's Code of Conduct. Any Director or Officer who no longer meets the criteria to serve as a Director must resign.

Section 5. Application

Members desiring to serve on the elected Board of Directors must indicate their willingness to serve, by submitting a written application and a signed statement agreeing to adhere to the Code of Professional Conduct.

Section 6. Terms

A. Members of the Board of Directors, except for the President-Elect, President and Immediate Past President as outlined in Article VII, shall be elected for a term of two (2) years or until a successor is elected and assumes office. Terms of membership on the Board of Directors shall be staggered so that continuity of the Board membership shall be maintained, and shall commence with the first scheduled meeting of the Board following the annual meeting of the Association. Board members shall serve no more than two full-terms consecutively, except for the President-Elect, President and Immediate Past President as outlined in Article VII.

Section 7. Past President

A. The immediate past President shall serve as an ex-officio non-voting member of the Board of NATOA. As a non-voting Director, the immediate past President is eligible to run for the Board immediately upon vacating that position as long as the immediate past President has waited at least a year after serving as President before again seeking election or appointment to the Board.

B. When there is no immediate past President, the previous past President who has most recently served as immediate past President shall serve as past President so long as the individual is still in good standing as a Voting member of NATOA.

Section 8. Duties of the Board

A. The Board of Directors shall serve as the chief policy-maker for the Association and be responsible for oversight of the fiscal affairs of the Association, subject to the Articles and the Internal Revenue Code.

B. The Board shall be responsible for recruitment, evaluation, and termination of the Executive Director, and shall consult with the Executive Director on the Executive Director's recruitment and evaluation of other NATOA staff.

- C. Board members, other than the President, shall chair the standing committees.
- D. The Board shall develop, maintain and update formal position or policy statements on telecom issues affecting local government, which shall be reviewed, and may be adopted or modified, by the membership.
- E. The Board shall develop and maintain standards and requirements for certification of Chapters, and shall have the authority to certify or decertify a chapter.

Article VII. OFFICERS

Section 1. Officers

The Officers of the Association shall be a President, a President-Elect and a Secretary/Treasurer. The Board of Directors may elect such other Officers as it shall deem desirable from time to time. Election of an individual by the membership to the office of President or President-Elect constitutes election of that individual as a Director of the corporation as well, and said individuals must continue to be qualified as Directors in good standing. All Officers shall be individual, agency or life members in good standing.

Section 2. Election

A. Candidate(s) for President-Elect and, in the event of a vacancy, candidate(s) for President shall be considered by the Nominating Committee in accordance with Article X, Section 2. No more than two candidates for each office shall be presented to the membership by mail ballot at least sixty (60) days in advance of the Annual Business Meeting of the members, in accordance with Article V, Section 4.A.

B. The President and President-Elect shall be elected by the membership or appointed by the Board in accordance with these bylaws. The Secretary/Treasurer shall be elected from incumbent and/or newly elected Board members by a majority vote of the Board of Directors at its first scheduled meeting following the close of the annual meeting of the Association.

Section 3. Terms

A. Terms of Officers shall be for one year, beginning with the first scheduled meeting of the Board following the close of the annual meeting of the Association.

B. The President-Elect, President and Immediate Past President shall serve identical one-year terms.

C. Except as provided in this section, at the completion of the President's term(s), the President will automatically ascend to the position of Immediate Past President, and the President-Elect will automatically ascend to the position of President. If a vacancy occurs in the office of the President-Elect, the Board shall appoint an Interim President-Elect to serve until a

special election can be held to fill the vacancy. Such person shall not be eligible to fill a vacancy in the office of the President or run for President-Elect in the subsequent special election. The special election ballot shall be sent to the voting membership within 60 days of the vacancy.

D. The President may choose to run for one additional consecutive term of office following his/her term. The President must declare candidacy by notifying the Nominating Committee at least 120 days in advance of the Annual Business meeting of the members. Such notice shall be in writing and shall be accompanied by an endorsement by 2/3 vote of the Board of Directors. If the President is elected to a second term, the President-Elect and Past President shall automatically remain in office.

Section 4. Vacancies

A vacancy in any Office, because of death, resignation, removal, or otherwise, may be filled by an eligible member upon vote of a majority of the members of the Board of Directors for the unexpired portion of the term, except as provided in Section 4 herein.

Section 5. President

The President shall provide overall policy leadership to the Association, monitor and oversee the work plan and performance of the Executive Director, and shall preside at all meetings of the Board and the membership. The President shall oversee external relationships, including coordinating with the Executive Director responsibilities as spokesperson of the Association.

Section 6. President-Elect

The President-Elect shall have primary responsibility for monitoring the internal activities of the Association. The President-Elect shall (1) serve in the absence of the President; (2) monitor the work in progress using the work plan, budget and task assignments; (3) assist in the recruitment of members for the Committees each year; (4) assist, upon request, any Committee or Subcommittee in a specific task, or help locate resources; (5) coordinate agenda topics with the President.

Section 7. Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of Board and membership meetings, and see that notices are given according to the Bylaws. The Secretary/Treasurer shall also review all funds and financial records of the Association, shall review financial reports provided by the Executive Director, and shall arrange an annual written financial report to be provided to the membership.

Article VIII. NATOA STAFF

Section 1. Executive Director

The NATOA Board is authorized to recruit and employ an Executive Director who, among other

things, shall assist NATOA in carrying out its purposes, may represent NATOA to the extent authorized by an Officer, shall: be responsible for the location and routine day-to-day operations of the NATOA office; sign contracts and checks; supervise NATOA staff and contractors; organize and notify the Board and membership of Board and general meetings; maintain official voter and proxy lists; schedule election dates; prepare and implement ballots and membership meeting materials; coordinate content and timing of NATOA's publications and other mailings; maintain corporate records and financial accounts, subject to inspection and audit by the Board of Directors. The NATOA Executive Director shall be subject to annual evaluation by the Board.

Section 2. Other NATOA Staff

The NATOA Executive Director, upon consultation with the President and Board of Directors, shall be responsible for recruitment, evaluation, and termination of other NATOA staff and contractors as necessary and appropriate to carry out the work of the Association, to the extent authorized by the Board of Directors and included in the approved NATOA budget.

Section 3. Association Management Firm

The Board is authorized, but is not required, to provide for the Executive Director or staff functions set forth in this section by agreement with an association management firm or outside contractor.

Article IX. MEETINGS

Section 1. General Meetings

A. General meetings of the Association shall be held at times and locations designated by the Board of Directors. The general meetings shall be held for the purpose and objectives of the Association as set forth in these Bylaws and for other business that may arise. At least one general meeting of the membership shall be held each fiscal year.

B. Notice of the date, time and agenda of General Meetings of the membership shall be issued twenty-five (25) days in advance of such meeting.

Section 2. Board Meetings

A. Regular Meetings. The Board of Directors shall conduct regular meetings at least four times per year. One of these meetings shall be held in conjunction with the annual meeting of the general membership. Meetings may be conducted in a manner, time and place determined by the majority vote of the Board membership.

B. Special Board Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix the place, time and method of the meeting.

C. Notice of Board Meetings. Notice of any regular or special meeting of the Board shall be given at least ten days in advance by written notice delivered personally or sent by certified mail, electronic means or telegrams to each Director at his/her address shown by the records of the Association. In the event of any urgent situation requiring more immediate deliberation, action or vote, by the Board, the President, or President-Elect in the President's absence, may call a meeting by telephonic or other electronic means with 48 hours' notice. Only business relating to that emergency may be acted on at such an emergency meeting. A majority of the total Board (or such other number as may be required elsewhere in these Bylaws) must approve any motion made at such meeting.

Article X. COMMITTEES

Section 1. Committee Appointments/Organization

A. Standing committees of the Board include Membership, Policy/Legislative/Legal Affairs, Technology/Applications, Conference, Public Information, Bylaws, Chapters and Nominating. The President shall have the authority to establish committees, to appoint the members of committees and subcommittees and of the general membership, to appoint the chairs of those committees, and to determine their scope and authority.

B. The terms of committee chairpersons and the membership of committees shall begin with first regularly scheduled meeting of the Board of Directors after the annual meeting of the membership and shall run through the next annual meeting of the membership.

C. The President shall have the authority to establish Ad Hoc or other special committees of the Board, to appoint the members of such committees and subcommittees, to appoint the chairs of those committees, and to determine their scope and authority.

D. Committees (standing, Ad Hoc or special) may be disbanded by the President unless such action is objected to by a vote of 2/3 of the Board.

E. Committee chairs shall schedule meetings as needed to complete committee responsibilities, and shall provide a written report to the membership at the annual meeting describing the activities and accomplishments of the committees since the last annual meeting.

Section 2. Nominating Committee

A. At least six (6) months in advance of each scheduled Board of Directors election, a Nominating Committee shall be selected and assembled by the Immediate Past President.

B. The purpose of the Nominating Committee will be to provide to the voting members for their consideration and election on a single mail ballot no more than two qualified candidate(s) to serve as President-Elect, all qualified Director nominations and, in the event of a vacancy, a qualified candidate(s) to serve as President.

C. The composition of the Nominating Committee shall be the Immediate Past President, two sitting members of the Board of Directors who are not standing for re-election in that election cycle, two members in good standing of NATOA who have leadership experience at the Chapter level, and two at-large members in good standing of NATOA. Every effort should be made to ensure geographical diversity among Nominating Committee members. The participants on the Nominating Committee must be unanimously approved by the Immediate Past President, President, and President-Elect.

D. The Nominating Committee shall convene to select a chair and issue a call for nominations to the general membership no later than 120 days in advance of the Board of Directors election. Upon review of all applications but no less than 70 days in advance of the election, the Committee shall forward lists of all certified candidates to the Executive Director for placement on the ballots.

E. In the event of a vacancy requiring Nominating Committee action, normal deadlines shall be waived.

Article XI. CHAPTERS

Section 1. Chapter Organization/Requirements

A. NATOA may recognize state, regional and/or local chapters and permit them to use the name, logo or acronym NATOA in their name; provided, however, that any chapter is initially organized under and remains in compliance with all requirements and recommended standards set forth by NATOA as qualifications for such recognition; and provided further that such state, regional and/or local chapter agrees to insulate and hold NATOA harmless from any and all liability arising from the actions, operations and omissions of said chapter.

B. Within these Bylaws, the word "chapter" shall mean "state and/or local regional chapter" unless otherwise specified.

C. The Board shall have the authority to approve the establishment of chapters to further the goals of the Association. The business and activities of these chapters shall be conducted within the guidelines and policies of the Association. All chapters must be approved (including but not limited to chapter Bylaws and dues structures, if any) by the Board for authority to operate as a chapter of the Association.

D. Membership and voting requirements for chapters shall be determined by the chapter membership. In general, the NATOA Board encourages chapters to allow membership privileges to any individual who meets one of the six membership categories listed in Article III, Section 1, of these Bylaws. Chapter members do not have to be members of the National Association; however the Chapter President or Chairperson shall be a member of the National Association or one of the designated representatives of an entity holding an Agency membership.

E. While chapters have the authority to conduct chapter activities and to assess a reasonable dues structure to support chapter activities no NATOA chapter shall engage in any activities that are for pecuniary gain or profit to the members or leadership thereof, or are otherwise inconsistent with the provisions of the Internal Revenue Code of the United States, Section 501(c) (4), or applicable law and such is grounds for immediate decertification by NATOA.

F. Chapters shall file two (2) copies of an annual written report in electronic format on chapter activities, current legal status, members and financial report to the chair of the Chapters Committee, and to the Executive Director prior to each annual meeting of the Association.

G. Each Chapter President shall prepare and deliver in electronic format a summary report to the Chapter Chair in advance of the annual meeting of the membership, as specified by the Chair.

Article XII. GOVERNMENT AND LEGISLATIVE RELATIONS

Section 1. Function

To the extent authorized by the Internal Revenue Code of the United States, Section 501(c)(4), and applicable law the Board of Directors may establish a government and legislative relations function to represent and advocate NATOA's policies before appropriate governmental and legislative forums. The Board may establish annual contribution levels and/or assess additional dues from members to support costs associated with this function.

Article XIII. AMENDMENT OF BYLAWS

Section 1. Amendment by Mail Ballot

A. With the approval of a two-thirds (2/3) vote of the Board of Directors, balloting by mail for Bylaws amendments may be conducted. A simple majority of the voting members of the Association in good standing who participate in the balloting must return affirmative ballots to approve Bylaws amendments.

B. All ballots shall be numbered and must be returned with a corresponding numbered card, signed by the voting members, in order to be valid. All ballots not postmarked by midnight of the due date set by the Board shall be invalid. All returned ballots, valid or invalid, shall be kept in the Association files for a period of two (2) years for inspection by the membership.

Section 2. Notice/Distribution

A. Copies of proposed Bylaw amendments to be voted on by mail ballot shall be mailed to the voting members no less than twenty-five (25) days prior to the date that the mail ballots are due.

B. The results of the balloting must be communicated to the voting members not more than sixty (60) days following the date that mail ballots are due, with copies of new, amended, or

corrected editions of the Bylaws mailed to the Board of Directors and Chapter Presidents no more than sixty (60) days after adoption.

C. Copies of amended Bylaws will be sent to any member requesting them, and a copy of current Bylaws will be available for inspection at NATOA headquarters.

Section 3. Technical Corrections by Board of Directors

A. Should the Board of Directors determine that certain grammatical, numerical, or typographical errors and oversights in approved amendments have created inconsistencies within the Bylaws or inadvertently violate applicable provisions of the Internal Revenue Code, the Board of Directors is duly authorized to make such technical corrections.

NATOA Annual Dues Structure (as of January 1, 2010)

A. MEMBER ANNUAL DUES

Member Category	Regular Dues
Individual	\$ 440
Agency:	
Population 0-25,000	\$ 475
Population 25,001-50,000	\$ 585
Population 50,001-250,000	\$ 875
Population 250,001-1 million	\$ 990
Population over 1 million	\$ 1,105
Associate:	
Non-profit	\$ 410
Profit	\$ 1,025
Student	\$ 30
Honorary	\$ 0
Life	\$ 0

B. LEGISLATIVE AND REGULATORY SUPPORT

In addition to member dues, the annual amount assessed for the on-going Legislative and Regulatory Activities of the Association. The recommended contribution amount is based on type of membership.

NATOA LEGAL AND LEGISLATIVE ACTION FUND ASSESSMENT (in addition to regular dues, above) (as of January 1, 2010)

Agency:	Individual	\$ 125
Population 0-25,000	Associate: Non-profit	\$ 125
Population 25,001-50,000	Associate: For Profit	\$ 375
Population 50,001-250,000	Student	\$ 0
Population 250,001-1 million		
Population over 1 million		

C. COMPUTATION OF ANNUAL DUES

A.	Regular dues:	\$ _____
	plus	
B.	Legislative & Regulatory Support	+ \$ _____
C.	Total	= \$ _____