

SEATOA

SouthEast Association of Telecommunications Officers & Advisors

**GEORGIA – NORTH CAROLINA
SOUTH CAROLINA-TENNESSEE
REGIONAL CHAPTER OF THE
NATIONAL ASSOCIATION OF TELECOMMUNICATIONS
OFFICERS AND ADVISORS
NATOA**

BY LAWS

Revisions - As Approved 08/16/2006





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**SOUTHEAST ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS
A REGIONAL CHAPTER OF THE
NATIONAL ASSOCIATION OF TELECOMMUNICATIONS OFFICERS AND ADVISORS
A VOLUNTARY, UNINCORPORATED ASSOCIATION**

**BY LAWS
REVISED 01/03/2003– APPROVED 01/31/2003**

ARTICLE I. NAME, OFFICE AND PURPOSE OF ASSOCIATION

SECTION 1. NAME AND OFFICE

- 1.1. The name of the organization shall be the SouthEast Chapter of the National Association of Telecommunications Officers and Advisors ("SEATOA" or "Association").

SECTION 2. PURPOSES

- 2.1. The purposes for which SEATOA is formed, none of which is for profit, are as set forth in these Bylaws. All SEATOA purposes or activities shall be limited to the scope of purposes and activities authorized by the National Association of Telecommunications Officers and Advisors (NATOA).
- 2.2. The SouthEast Chapter of NATOA is a professional association composed of individuals and organizations serving citizens through city and county government and regional authorities in the states of Georgia, North Carolina, South Carolina, and Tennessee in the development, regulation, and administration of voice, video, data communications and information systems services. The purposes of SEATOA are:
- 2.2.1. Establishing and administering a system for the sharing of information about communications, information, cable and telecommunications issues and activities that impact local communities including those regulated by the local, state or federal government.
 - 2.2.2. Providing education and training for local government officials to enhance the capacity of local governments to deal with communications, information, cable television, and telecommunications issues.
 - 2.2.3. 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.
 - 2.2.4. Providing technical and other informational assistance to the membership.
 - 2.2.5. Researching, representing, and advocating as appropriate for a 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.
 - 2.2.6. Providing a forum for open and balanced discussion and debate of controversial issues.
 - 2.2.7. Developing and maintaining a professional code of ethics for the conduct of SEATOA members.
 - 2.2.8. Communicating cooperatively with other professional organizations for the overall improvement of communications and information services to the public.
 - 2.2.9. Assisting in the development and operation of telecommunications and information networks for local communities.
 - 2.2.10. Any other purpose determined by the membership.



ARTICLE II. AFFILIATIONS

SEATO A may, by separate agreement approved by a majority of its members, establish and maintain an affiliation with other non-profit and governmental organizations sharing common interests and concerns.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERSHIP GENERALLY

1.1. Membership in SEATO A, with associated privileges, is open to those who qualify under the membership categories set forth in these Bylaws.

SECTION 2. MEMBERSHIP CATEGORIES

There shall be two (2) categories of membership, as follows:

2.1. **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 cable and/or telecommunications systems in the states of Georgia, North Carolina, South Carolina or Tennessee.

2.2. **ASSOCIATE**: Open to any individual from a non-profit or profit-making organization, or students involved in the planning, development, programming, or research of cable and other telecommunications 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.

SECTION 3. MEMBERSHIP DUES

3.1. The yearly dues shall be as shown in the Dues Schedule appended to these Bylaws.

3.2. Changes in the Dues Schedule shall be proposed by the Board of Directors and ratified by a majority vote of the membership at the Annual Meeting.

3.3. Increases in dues shall be no more than five percent (5%), rounded up to the nearest \$5.00 increment, and shall occur not more than annually at the beginning of the fiscal year.

SECTION 4. MEMBERSHIP PRIVILEGES

4.1. **INDIVIDUAL** members shall have voting rights in all SEATO A and committee business.

4.2. **INDIVIDUAL** (Voting) members shall participate in all committee business, including election of the Board of Directors, and amendments to the Bylaws.

4.3. **ASSOCIATE** (Non-voting) members shall receive the SEATO A Member Directory.

SECTION 5. MEMBERSHIP DISPUTE

5.1. Any dispute over membership qualifications shall be resolved – in a timely manner – by a majority vote of the members of the SEATO A Board of Directors.

SECTION 6. MEMBERSHIP TERM

6.1. **INDIVIDUAL** and **ASSOCIATE** memberships shall continue for the length of the current period regardless of changes in employment or education status which may affect membership eligibility; providing that voting rights associated with **INDIVIDUAL** membership shall, in the event of membership ineligibility, be suspended for the period of ineligibility.

6.2. A member shall notify SEATO A in writing of ineligibility within thirty (30) days of the occurrence of ineligible status.



ARTICLE IV. FISCAL YEAR AND RECORDS

SECTION 1. FISCAL YEAR

1.1. The fiscal year for SEATOA shall be from July 1st to June 30th, or as otherwise established by the SEATOA members.

SECTION 2. RECORDS

2.1. Official SEATOA records shall be maintained at the official office of the Association, as designated by the members.

ARTICLE V. QUORUMS

SECTION 1. GENERAL MEMBERSHIP MEETINGS

1.1. A simple majority of those voting members registered and in attendance and duly represented at any meeting of the Association shall constitute a quorum for the transaction of business at the meeting.

SECTION 2. BOARD MEETINGS

2.1. Two-thirds of the then-current members of the Board of Directors in attendance shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

ARTICLE VI. VOTING AND PARLIAMENTARY PROCEDURES

SECTION 1. VOTING MEMBERS

1.1. 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.

SECTION 2. MAJORITY VOTE

2.1. Unless otherwise specified in these Bylaws, membership shall be determined by a majority vote of those authorized votes cast at a meeting.

2.2. In referendums by mailed or electronically-transferred ballot, the simple majority will be determined by the number of ballots cast which were received by the stated deadline.

2.3. All ballots received shall be kept with the SEATOA office records for a period of two (2) years.

SECTION 3. PARLIAMENTARY PROCEDURES

3.1. Except as is otherwise stated in these Bylaws, Robert's Rules of Order shall govern conduct and procedures of the membership, unless otherwise determined by the membership.

SECTION 4. ELECTIONS

4.1. Annual Elections of the Board of Directors shall take place at the SEATOA Annual Meeting.



ARTICLE VII. OFFICERS

SECTION 1. OFFICERS

- 1.1. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer—no two of which can be from the same elected or appointed commission, board or body.
 - 1.1.1. **PRESIDENT** - The President shall be the principal executive officer of the Association, and shall preside at all meetings of the Association. The President shall have primary responsibility for external relationships and serve as chief spokesperson for the Association.
 - 1.1.2. **VICE-PRESIDENT** - The Vice-President shall serve in the absence of the President.
 - 1.1.3. **SECRETARY** - The Secretary shall keep the minutes of all meetings, see that notices are given according to the Bylaws, and be custodian of the official records of the Association.
 - 1.1.4. **TREASURER** - The Treasurer shall review all funds and financial records of the Association, and shall arrange an annual written financial report to be provided to the membership.
- 1.2. The membership may elect or appoint such other officers as it shall deems desirable from time to time.

SECTION 2. ELECTION

- 2.1. Officers shall be elected by a majority vote of the members at the Annual meeting of the membership.

SECTION 3. TERMS

- 3.1. All elected Officers and Board Members shall serve two (2) year terms.
- 3.2. Effective January 1, 2007, the President, Treasurer, and one (1) Board Member will be elected in “odd numbered” years.
- 3.3. Effective January 1, 2007, the Vice-President, Secretary and two (2) Board Members will be elected in “even numbered” years.
- 3.4. The President shall serve a two-year term after the end of their term as an Ex-Officio Member of the Board.

SECTION 4. REMOVAL

- 4.1. Any officer may be removed by the members by a vote of two-thirds (2/3) of all Voting members, whenever, in its judgment, the best interests of the Association will be served by the removal.

SECTION 5. VACANCIES

- 5.1. A vacancy in any office, because of death, resignation, removal, or otherwise, may be filled, for the un-expired portion of the term, by a majority vote of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

- 1.1. The authority to manage the affairs of the Association shall be vested in a Board of Directors



SECTION 2.

BOARD MEMBERS

- 2.1. The Board of Directors shall consist of the following SEATOA Voting members – no two of which can be from the same elected or appointed commission, board or body:
 - 2.1.1. President
 - 2.1.2. Vice-President
 - 2.1.3. Secretary
 - 2.1.4. Treasurer
 - 2.1.5. Three (3) Voting members elected by the membership at the Annual Meeting.

SECTION 3.

DUTIES OF THE BOARD

- 3.1. The duties of the Board of Directors shall include the following, and any such additional responsibilities placed upon the Board by the membership:
 - 3.1.1. Serve as chief policy-maker for the Association; and
 - 3.1.2. Be responsible for the fiscal affairs of the Association; and
 - 3.1.3. Approve any official position or statement of the Association; and
 - 3.1.4. Establish and abolish committees, appoint the Chairs and approve the members of committees and subcommittees, and determine their scope and authority;
 - 3.1.5. Board members, other than the President, shall chair any committees.

ARTICLE IX.

MEETINGS

SECTION 1.

ANNUAL BUSINESS MEETING

- 1.1. Annual meetings of the Association shall be held at least once each fiscal year. The Annual meeting shall be held for the purpose and objectives of the Association as set forth in these Bylaws and for other business that may arise.

SECTION 2.

GENERAL MEETINGS

- 2.1. General meetings of the Association shall be held at times and locations designated by the Board of Directors.

SECTION 3.

SPECIAL MEETINGS

- 3.1. Special meetings may be called by the President or any five (5) Voting members of the Association.

SECTION 4.

BOARD OF DIRECTORS MEETINGS

- 4.1. Board meetings shall be held a minimum of twice each fiscal year – one of which may be held in conjunction with the Annual Business Meeting.
- 4.2. Board meetings may be called by the President or any three (3) other members of the Board.

SECTION 5.

NOTICE OF MEETINGS

- 5.1. Notice of any General or Special meeting of the membership shall be given at least ten (10) business days in advance by written notice delivered personally or sent by certified mail, electronic means or telegrams to each member at his/her address shown by the records of the Association.

ARTICLE X.

COMMITTEES

SECTION 6.

COMMITTEE APPOINTMENTS/ORGANIZATION

- 6.1. The Board shall have the authority to establish and abolish committees, to appoint the members of committees and subcommittees of the general membership, to appoint the chairs of those committees, and to determine their scope and authority.
- 6.2. The terms of standing committee chairpersons and the membership of committees shall begin after the Annual Meeting of the membership and shall run through the next Annual Meeting of



the membership.

- 6.3. Subjects that may be dealt with through committees include but are not limited to:
 - 6.3.1. Membership
 - 6.3.2. Legislative/Legal Affairs
 - 6.3.3. Technology/Applications
 - 6.3.4. Conference
 - 6.3.5. Public Information
 - 6.3.6. Bylaws
 - 6.3.7. Nominating.

- 6.4. 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.

ARTICLE XI. AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT BY MAIL BALLOT OR ELECTRONIC TRANSMISSION MAIL

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

- 1.2. All ballots not properly dispatched by midnight of the due date set by the Board of Directors shall be invalid.
 - 1.2.1. All returned ballots, valid or invalid, shall be kept in the Chapter files for a period of two (2) years for inspection by the membership.

SECTION 2. NOTICE/DISTRIBUTION

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



ATTACHMENT A

MEMBERSHIP DUES SCHEDULE

CATEGORY		ANNUAL DUES
INDIVIDUAL MEMBER		\$50.00
ASSOCIATE MEMBER		\$50.00