

**BYLAWS OF THE VIRGINIA ASSOCIATION
OF TELECOMMUNICATIONS OFFICERS AND ADVISORS**

Article I. NAME AND PURPOSE OF ASSOCIATION

Section 1. Name

The name of the organization shall be the Virginia Association of Telecommunications Officers and Advisors ("VATOA" or "Association"), as set forth in these Bylaws.

Section 2. Purposes

- A. The purposes for which the Association is formed, none of which are for profit, are as set forth in these Bylaws.

- B. The Virginia Association of Telecommunications Officers and Advisors (VATOA) is a professional association composed of individuals serving Virginia citizens through city and county government and regional authorities in the development, regulation, and administration of cable television and other telecommunications systems. VATOA is a chapter of the national organization, the National Association of Telecommunications Officers and Advisors (NATOA). The purposes of VATOA are:
 - 1. Establishing and administering a system for the sharing of information about broadband communications, cable television, 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 broadband communications, cable television, and telecommunications issues.
 - 3. Providing education and training to improve the administration of cable television and communications franchises and the use of broadband communications, cable television, and telecommunications systems by local governments.
 - 4. Providing technical and other informational assistance to the membership.
 - 5. Researching, representing, and advocating for local government needs in the use, development, and regulation of broadband communications, 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. Communicating cooperatively with other professional organizations for the overall improvement of communications and information services to the public.

8. Assisting in the development and operation of broadband communications, cable television, and telecommunications networks for local communities.

Article II. AFFILIATIONS

VATOA may, by agreement approved by the VATOA membership, establish and maintain an affiliation with other non-profit and governmental organizations sharing common interests and concerns, including the National Association of Telecommunications Officers and Advisors, the Virginia Association of Counties, the Virginia Municipal League, and the Local Government Attorneys of Virginia.

Article III. MEMBERSHIP

Section 1. Membership Categories

- A. **INDIVIDUAL:** Open to any individual who does not work directly or indirectly for a commercial communications provider, and either
 1. is elected, appointed, or employed by a governmental entity in the Commonwealth of Virginia; or
 2. is a member of or employed by a public, educational, or governmental (“PEG”) access organization in the Commonwealth of Virginia; or
 3. is or has been retained by a governmental entity or PEG access organization in the Commonwealth of Virginia.
- B. **ASSOCIATE:** Open to any individual from a non-profit or profit-making organization, or to a student, involved in the planning, development, programming, or research of cable and other telecommunications systems, who receives limited membership benefits and who does not work directly or indirectly for a commercial communications provider.
- C. **EMERITUS:** Open to any individual who does not work directly or indirectly for a commercial communications provider, and either
 1. has retired from a governmental entity or PEG access organization in the Commonwealth of Virginia, or from a firm that has been retained by any such entity; or
 2. is age 70 or greater; or
 3. has served for at least 35 years in one of the capacities described in (1).

Section 2. Membership Privileges

All Individual and Emeritus Members shall have voting rights in all Association and committee business. In the event of mail-in ballots, each Individual or Emeritus Member may submit only

one ballot. Associate Members shall not have voting rights in Association business. All members shall receive VATOA member rates for publications and registration fees at VATOA conferences and training activities.

Section 3. Disputes over Membership Qualifications

Any disputes over membership qualifications shall be resolved by the appointment of a membership committee by the VATOA Board of Officers as defined in Article V, Section 1. The membership committee will consider the member application, and decide membership status by a majority vote of the membership committee. All appeals by the affected membership applicant will be made to the Board President, whose decisions are final.

Section 4. Dues

The initial yearly dues shall be as shown in the dues schedule appended to these Bylaws. Dues may be changed by majority vote of a quorum of the members.

Article IV. VOTING AND PARLIAMENTARY PROCEDURES

Section 1. Majority Vote

- A. A quorum shall be a minimum of ten percent of VATOA voting members in good standing.
- B. Unless otherwise specified in these Bylaws, decisions of the membership shall be determined by a simple majority vote of the voting members in attendance and/or duly represented at a business meeting of the Association. No action shall be taken unless a quorum is present.
- C. In the event of an election or referendum by mailed ballot, the simple or two-thirds required majority under these bylaws will be determined by the number of ballots cast which were received by the stated deadline. All ballots received at annual meetings or by mail shall be kept for two years following the election.
- D. For purposes of these Bylaws, a VATOA member in good standing is one who has paid any applicable dues. A member shall be in attendance if (i) physically present or (ii) participating by two-way audio- or videoconferencing. A member shall be duly represented at a meeting if the member has submitted a proxy designation pursuant to Article IV, Section 2.

Section 2. Absentee Voting

In the event that a voting member does not attend a business meeting, that person may appoint a proxy by submitting a proxy designation in writing (which includes electronic mail) to a Board officer at least 24 hours prior to the meeting. Proxy designation shall be noted in the records of the meeting.

Section 3. Parliamentary Procedures

Except as otherwise stated in these Bylaws, conduct and procedures of the Association and committees shall be governed by the current edition of Robert's Rules of Order, unless otherwise determined by majority vote of the membership.

Article V. OFFICERS

Section 1. Officers

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. The last two offices may be combined in a Secretary/Treasurer. The membership may elect such other officers as it shall deem desirable or necessary from time to time. All officers shall be voting members in good standing. The officers collectively shall constitute the VATOA Board of Officers ("the Board").

Section 2. Election

The President, Vice-President and Secretary/Treasurer shall be elected by a majority vote of the voting members in attendance or duly represented at a regular meeting of the membership.

Section 3. Terms

Terms of all officers shall be for two years from the time of election, beginning in June 2014. If an election is not held by two years from the time of the previous election, the incumbent officers shall continue in office until new elections are held, or until a majority vote of the membership determines otherwise.

Section 4. Removal

Any officer may be removed by a vote of two-thirds of all voting members in good standing whenever, in their judgment, the best interests of the Association will be served by the removal.

Section 5. Vacancies

A vacancy in any office, because of death, resignation, removal, or otherwise, may be filled by a vote of a majority of the voting members for the unexpired portion of the term.

Section 6. President

The President shall provide overall policy leadership to the Association; and shall establish agendas and preside at meetings of the membership. The President shall have primary responsibility as spokesperson of the Association.

Section 7. Vice-President

The Vice-President shall have primary responsibility for monitoring the internal activities of the Association. The Vice-President shall (1) serve in the absence of the President; (2) assist the

President or any Committee or Subcommittee in a specific task, or help locate resources, upon request; (3) monitor the work in progress using the work plan, budget and task assignments; and (4) coordinate agenda topics with the President.

Section 8. Secretary

The Secretary shall keep the minutes of membership meetings, and see that notices are given according to the bylaws.

Section 9. Treasurer

The Treasurer shall review all funds and financial records of the Association, and shall provide an annual written financial report to the membership.

Article VI. BUDGET

Section 1. Budget Development

The President and Treasurer shall be responsible for developing the Chapter's annual budget to be submitted for approval by the Board. Budgets shall be reviewed, modified, and approved by the Board. When necessary and available, Membership dues shall be used essentially as a means for compensating for the difference between income and expenses resulting from programs or other budgeted line items. It shall be the goal to present a balanced budget annually to the Board (after consideration of the cash flow from Chapter operations) and manage operations during the year to produce a positive operating margin.

Section 2. Budget Format

The financial records of the Chapter shall be formatted with a matching of direct income and direct expenses plus allocated expenses by program. The annual budget shall be developed in such a way that the projected difference between income and expenses, by program, can be readily determined.

Section 3. Budget Responsibility

With respect to budgets, the President shall strive to ensure that budgeted expenses are consistent with actual expenditures incurred and income realized during each budget year so that the budgeted "bottom line" is attained or improved upon.

Article VII. MEETINGS

Section 1. Meeting Schedules

Business meetings of the Association, at which any Association business may be transacted, shall be held at times and locations designated by the President. At least one general meeting shall be held each calendar year.

Section 2. Business Meetings

Business meetings may be held in person or virtually, or in any combination of the two.

Article VIII. COMMITTEES

Section 1. Committee Appointments

The President shall have the authority to establish and abolish standing and temporary committees, to appoint the members of committees and subcommittees, to appoint the chairs of those committees, and to determine their scope and authority. The terms of committee chairpersons and the membership of committees shall begin with the first meeting after creation and/or appointment and shall run for at least one year from such meeting with the opportunity for renewal at the end of each year's term. Subjects that may be dealt with through committees may include, but are not limited to: Membership, Legislative/Legal Affairs, Technology/Applications, Conference, Public Information, and Bylaws.

Section 2. Committee Meetings

Committee chairs shall schedule committee meetings as needed to complete committee responsibilities, and shall provide written reports to the VATOA membership at least once per year describing the activities and accomplishments of the committees since the last report.

Article IX. GOVERNMENT AND LEGISLATIVE RELATIONS

To the extent permitted by applicable law, the Association may establish a government and legislative relations function to represent and advocate VATOA's policies before appropriate governmental and legislative forums. The Association may establish annual contribution levels to support costs associated with this function.

Article X. AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of those members in attendance or duly represented at any general meeting.

APPENDIX I
VIRGINIA ASSOCIATION
OF TELECOMMUNICATIONS OFFICERS AND ADVISORS
ANNUAL DUES

Membership Categories:

Individual	\$30.00
Associate	\$30.00
Emeritus	\$ 0.00

Adopted: June 16, 2023