

Bylaws
of
The Northeast Texas Telecommunications Network

1. **Principal Office.** The principal office of the Northeast Texas Telecommunications Network (also known, as the Northeast Texas Initiative) (NETnet) shall be located at The University of Texas Health Center at Tyler.
 2. **Other Offices.** NETnet may have such other offices within the State of Texas, as the Board of Directors may determine or as the affairs of the NETnet may require from time to time.
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Article II Board of Directors

1. **General Powers.** All NETnet powers shall be exercised under the authority of the Board of Directors, and the business of the NETnet shall be controlled by the Board of Directors.
2. **Number, Tenure and Qualification.** The initial Board of Directors shall be composed of the chief executive officer, or designee (an administrative officer from the member institution), responsible for operations from each of the member state-supported institutions of higher education in East Texas which receives state appropriations and which is recognized by the Coordinating Board. A Director/CEO shall serve until he/she is no longer the executive officer of the institution of higher education with which he/she is affiliated. A designee director serves at the pleasure of the institutional CEO. Each Director shall hold office for the term for which he/she was appointed and until his/her successor shall have been appointed and qualified.
3. **Regular Meetings.** Regular meetings of the Board of Directors shall be held each fall and spring. Meeting dates, times and locations shall be determined by the Executive Committee at least thirty (30) days prior to each regular meeting.

The fall meeting shall serve as the annual meeting during which will occur the election of officers and other members of the Executive Committee and the annual report of the previous year's activities.

The spring meeting shall include on the agenda the presentation of the annual budget for approval and a review of the annual dues assessment.

4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any three Directors.
5. **Notice.** Notice of any meeting of the Board of Directors shall be given by the Executive Director at least seven (7) but not more than thirty (30) days previously thereto by written notice sent by mail, email or fax to each Director at his/her address as shown by the records of NETnet. The notice shall state the time, date, site and topic of the meeting if the agenda shall include matters other than those regularly scheduled. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
8. **Compensation.** Directors shall not receive salaries for their services to NETnet.
9. **Committees.** The work of the NETnet shall be divided among such committees, standing and special, as are necessary to fulfill the purposes of NETnet.

Article III Officers

1. **Officers.** The officers of NETnet shall be a Chair, Chair-Elect, Secretary, Immediate Past-Chair and such other officers as may be elected in accordance with the provision of the Article.
2. **Election and Term of Office.** The officers of NETnet shall be elected biennially in the odd-numbered years by the Board of Directors at the regular fall meeting. A Nominating Committee will be chaired by the Immediate Past-Chair and composed of two other members of the Board of Directors who have been approved by the Executive Committee in odd-numbered years. The slate of nominees, one for each office, shall be presented to the Board of Directors at its regular fall meeting. The Chair shall call for additional nominations from the floor, and, if additional names are placed in nomination, the delegates shall vote by secret ballot and those receiving the greatest number of votes shall be declared

elected. If there is a tie, voting will continue until the tie is broken. If no additional nominations are received from the floor, the Chair shall call for a motion to accept the nominations of the Nominating Committee by acclamation.

3. **Vacancies.** If the office of the Chair becomes vacant for any reason, the Chair-Elect shall assume the office of Chair.
4. **Chair.** The Chair shall be the officer of NETnet responsible for the supervision and control of all of the business and other affairs of the NETnet. He/she shall preside at all meetings of the Board of Directors, in general, he/she shall perform all duties incident to the office of Chair and such other duties as from time to time may be assigned to him/her by the Board of Directors.
5. **Chair-Elect.** In the absence of the Chair, or in the event of his/her inability or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so acting shall have the powers of and be subject to the restrictions on the Chair. The Chair-Elect shall perform such other duties as from time to time may be assigned to him/her by the Chair or the Board of Directors.
6. **Secretary.** The Secretary shall ensure that a record of the meetings of the Board of Directors is kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by the law. In general, he/she shall perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair of the Board of Directors.
7. **Immediate Past-Chair.** The Immediate Past-Chair shall serve as head of the Nominating Committee and as a member of the Executive Committee.

Article IV Executive Committee

1. **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the Directors in the office, shall vest its authority to govern the NETnet in an Executive Committee of the four (4) officers of the NETnet, selected by the membership at the fall meeting in odd-numbered years, plus the Financial Officer representing the Fiscal Agent (University of Texas Health Center at Tyler). The officers shall serve in the same capacity on the Executive Committee. The Executive Committee shall be responsible for directing the affairs of the NETnet in accordance with these bylaws and such rules, policies and procedures as may be adopted.

Article V Finances

1. **Annual Dues.** The work of the NETnet shall be funded in part by annual dues assessed each institution of higher education represented on the Board of Directors as determined by the Executive Committee. The dues assessment shall be reviewed annually by the Executive Committee and may be changed upon recommendation of the Executive Committee and a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board of Directors.
 2. **Approval of Obligations.** All obligations for the payment of monies made and entered into by or on behalf of the NETnet shall have the prior approval of the Executive Committee. An expenditure report will be made by the Fiscal Agent and/or the Secretary-Treasurer during the regular meetings.
 3. **Authorization of Checks.** The Fiscal Agent shall be responsible for the preparation and signature of all checks.
 4. **Books and Records.** The Fiscal Agent shall keep correct and complete records of account with respect to all financial transactions (including income and expenditures).
 5. **Fiscal Year.** The fiscal year of NETnet shall be September 1 to August 31.
 6. **Audit.** An annual financial audit of NETnet shall be completed and submitted to the Board of Directors.
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Article VI Adoption and Amendment

1. **Adoption.** These bylaws shall be effective when adopted by a two-thirds (2/3) vote of the Board of Directors assembled at the initial meetings of the Board of Directors at which a quorum is present.
2. **Power of Directors to Amend Bylaws.** These bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the entire membership at any regular or special meeting.
3. **Notice Required to Amend Bylaws.** No alteration, amendment or repeal of these bylaws may occur without notice of the proposed change to the Directors at least thirty (30) days prior to the meeting at which the action is to

be considered, unless two-thirds (2/3) of the Directors vote to suspend the rules.