

BYLAWS OF
Darrington Internet Users Association Inc.

Article I
OBJECT AND DEFINITIONS

1.1 Purpose. The purpose for which this Association is formed is to provide internet connection to the Shareholders.

1.2 Assent. All present or future shareholders or any other person using the facilities of the project in any manner are subject to the regulations set forth in these Bylaws and Articles of Incorporation.

1.3 Definitions. Unless otherwise specified, all terms shall have the same meaning in these bylaws as such terms have in the Articles of Incorporation. The terms "Owners", "Members", and "Shareholders" as used herein shall be synonymous.

Article 2
MEMBERSHIP, VOTING, MEETINGS AND ADMINISTRATION

2.1 Matters Governed by Declaration. With regard to various matters including membership, meetings and voting, reference is made to the Articles of Incorporation.

2.2 Additional Administrative Provisions.

2.2.1 Voting by Mail. The Board may decide that voting of the Members shall be by mail with respect to any particular election of the Board or with respect to adoption of any proposed amendment to the

Articles of Incorporation or Bylaws, or with respect to any other matter for which approval by Shareholders is required by the Articles of Incorporation or Bylaws, in accordance with the following procedure:

(a) In the case of election of Board Members by mail, the existing Board members shall advise the Secretary in writing of the names of proposed Board members sufficient to constitute a full Board and of a date at least fifty (50) days after such advice is given by which all votes are to be received. The Secretary within five (5) days after such advice is given shall give written notice of the number of Board members to be elected and of the names of the nominees to all Shareholders. The notice shall state that any such Shareholder may nominate an additional candidate or candidates, not to exceed the number of Board members to be elected, by notice in writing to the Secretary at the specified address of the principal office of the Association, to be received on or before a specified date fifteen (15) days from the date the notice is given by the Secretary. Within five (5) days after such specified date, the Secretary shall give written notice to all Shareholders, stating the number of Board members to be elected, stating the names of all persons nominated by the Board members to be elected, stating the names of all persons nominated by the Board and by the Shareholders on or before said specified date, stating that each Shareholder may cast a vote by mail and stating the date established by the Board by which such votes must be received by the Secretary at the address of the principal office of the Association, which shall be specified in the notice. Votes received after that date shall not be effective. All persons elected as Board members pursuant to such an election by mail by receipt of the number of votes required by applicable law shall take office effective on the date specified in the notice for receipt of such votes.

(b) In the case of a vote by mail relating to any other matter, the Secretary shall give written notice to all Shareholders, which notice shall include a proposed written resolution setting forth a description of the proposed action, and shall state that such persons are entitled to vote by mail for or against such proposal and stating a date not less than twenty (20) days after the date such notice shall have been given on or before which all votes must be received and stating that they must be sent to the specified address of the principal office of the Association. Votes received after that date shall not be effective.

(c) Delivery of a vote in writing to the principal office of the Association shall be equivalent to receipt of a vote by mail at such address for the purpose of this Section 2.2. 1.

2.2.2 Adjourned Meeting. If any meeting of the Shareholders cannot be organized because a quorum has not attended, the Shareholders who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

2.2.3 Order of Business. The order of business at all meetings of the Owners of Units shall be as follows:

- A. Roll Call.
- B. Proof of Notice of meeting or waiver of notice.
- C. Reading of Minutes of preceding meeting.
- D. Reports of officers.
- E. Reports of committees.
- F. Election of Board members (annual meeting only).
- G. Unfinished business.
- H. New business.

Article 3

MANAGEMENT OF CORPORATION

3.1 In General. The affairs of the Association shall be governed by a Board composed of five (5) members, all of whom must be Shareholders.

3.2 Additional Provisions Regarding Board.

3.2.1 Election and Term of Office. The members of the first Board elected entirely by the Shareholders shall serve staggered terms as follows: two members elected for one-year terms, one member elected for a two-year term, and two elected for a three-year term. At each annual meeting after the initial board is elected, the Association members shall elect to a three-year term one new director for each director whose term shall have expired that year. The number of directors or their term of office may be changed by amendment of these bylaws.

3.2.2 Vacancies. Vacancies in the Board caused by any reason other than the removal of a Board member by a vote of the Association shall be filled by vote of the majority of the remaining Board members, even though they may constitute less than a quorum; and each person so elected shall be a Board member until a successor is elected at the next annual meeting of the Association.

3.2.3 Organizational Meeting. The first meeting of a newly elected Board shall be held immediately following the annual meeting and no notice shall be necessary to the newly elected Board Members in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

3.2.4 Regular Meeting. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Board members, but at least two (2) such meetings shall be held during each fiscal year and one (1) such meeting shall be held immediately following the annual meeting of Owners. Notice of regular meetings of the Board shall be given to each Board member, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

3.2.5 Special Meetings. Special meetings of the Board may be called by the President on three (3) days notice to each Board member, given personally, or by mail, telephone or telegraph, which notice shall state the time, place (as herein above provided), and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) Board members.

3.2.6 Waiver of Notice. Before, at or after any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board member at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Board members are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

3.2.7 Board Fees. Each Board member shall receive such sum, as the Owners may from time to time determine, for attendance at a regular or special meeting of the Board.

Article 4

OFFICERS

4.1 Designation. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board, annually.

4.2 Election of Officers. The officers of the Association shall be elected annually by the Board at the organization meeting of each new Board and shall hold office at the pleasure of the Board. Any person may hold concurrently any two offices, except that the same person may not concurrently hold the offices of President and Secretary. The office of Vice President need not be filled. The Board may elect officers from among its members, or otherwise.

4.3 Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed from his position as an officer but not as a Board member, with or without cause, and his successor elected at any regular or special meeting of the Board called for such purpose.

4.4 President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and the Board. He shall have all of the general powers and duties which are usually vested in the office of the president of a nonprofit association including, but not limited to, the powers to appoint committees from among the Owners from time to time as he

may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

4.5 Vice President. A Vice President shall have all the powers and authority and perform all of the functions and duties of the President in the absence of the President or his inability for any reason to exercise such powers and functions or perform such duties.

4.6 **Secretary.** The Secretary shall keep the minutes of meetings of the Board and minutes of meetings of the Association; he shall have charge of such books and papers as the Board may direct; and he shall in general perform all the duties incident to the office of Secretary. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of Members and their registered mailing addresses. Such list shall be opened to inspection by Members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours.

4.7 **Treasurer.** The Treasurer shall have responsibility for Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board.

4.8 **Assistant Secretary.** The Board may appoint one (1) or more Assistant Secretaries to perform all of the duties of the Secretary in the absence of the Secretary.

4.9 **Assistant Treasurer.** The Board may appoint one (1) or more Assistant Treasurers to perform all of the duties of the Treasurer in the absence of the Treasurer.

Article 5

ADOPTION OF BYLAWS AND AMENDMENTS

Bylaws (and amendments thereto) for the administration of the Association, and for other purposes not inconsistent with the Act or with the intent of the Articles of

Incorporation, shall be adopted by the Association by concurrence of those voting Owners holding majority of the voting power at a regular or special meeting. Notice of the time, place and purpose of such meeting shall be delivered to each Unit Owner at least ten (10) days prior to such meeting. Article 6

EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS AND REQUIRED PROXIES

6.1 Registration of Mailing Address. The Owners of each share shall have one and the same registered mailing address to be used by the Association for mailing of monthly statements, notices, demands and all other communications; and such registered address shall be the only mailing address of a person or persons, firm, corporation, partnership, association or other legal entity or any combination thereof to be used by the Association. Registered addresses may be changed from time to time by similar designation.

Article 7 NONPROFIT ASSOCIATION

This Association is not organized for profit. No Member, member of the Board, or person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operations thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any members of the Board. The foregoing, however, shall neither prevent nor restrict the following: (1) reasonable compensation may be paid to any Member or Manager while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (2) any Member or Board member may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association

Article 8
FISCAL YEAR

The Fiscal year of the Association shall begin on January 1st and end on December 31st

*Dated*_____