

BYLAWS
of the Association of TeleServices International, Inc.

ARTICLE I — ORGANIZATION, NAME AND DEFINITIONS

Section 1.

This Corporation is a non-stock, nonprofit corporation existing under the provisions of Chapter 2, Title 13.1 of the Virginia code. The name of this corporation is "Association of TeleServices International, Inc." (hereinafter referred to as the "Association" or "ATSI").

Section 2. Definitions

(a) Qualified Communications Service Organization (QCSO).

A business or organization whose principal business or a substantial portion of which is the rendition of communications services, related messaging and/or communications support services and which is not under the ownership or control of a local exchange telephone service carrier or its parent.

A business or organization shall not lose its eligibility for membership on the basis of a change in definition of QCSO, enacted after the effective date of their membership.

(b) User Group (UG)

A membership organization whose members are QCSO'S, all of which own the equipment or software of a particular manufacturer used in rendering communications support services and which has been granted User Group status by this Association. The following User Groups shall be considered to have been granted User Group status by this Association as of the date of this By-Law Amendment: Axon Users Group (AXON) CadCom Equipment Owners (CEO), National Amtelco Equipment Owners (NAEO), Professional Inbound Network (PIN), Startel National Users Group (SNUG), Tascom Users Group) (TUG), and Telescan Users Group (TUNe).

(c) Affiliated Telephone Answering Association (ATAA)

An Affiliated Telephone Answering Association (ATAA) is a nonprofit association of QCSO's established to serve a specific geographic region (a) that has established and enforces a Code of Ethics substantially similar to the Code of Ethics of this Association; (b) the by-laws of which establish conditions and qualifications for membership not inconsistent with those set forth in these by-laws; (c) that has been granted ATAA status by this Association. An ATAA may not expand the geographic region it serves to include an area already served by another ATAA, without approval of ATSI's Board of Directors. The organizations which are considered to have been granted ATAA status by ATSI as of the date of this by-law amendment are Atlantic States Telephone Association (ASTAA), Great Lakes Telemessaging Service Association (GLTSA), Southwestern Association of Telephone Answering Services (SATAS), Southern Telemessaging Association (STA)

Telemessaging Services Association of Texas Inc.(TSAT), and Western States Telemessaging Association (WSTA).

(d) Interest Groups (IG).

UG's and ATAA's shall hereinafter be collectively referred to as IG's. To be qualified to have a representative on ATSI's Board of Directors pursuant to Article IV, Section 4, of these By-Laws an IG must have agreed to pay the expenses (i.e. travel, hotel, food) of the attendance at one ATSI Director's meeting per year of the representative to the ATSI Board appointed by the IG.

ARTICLE II — PURPOSES

The purposes of the Association are:

- (1) to promote high standards of ethics and service among its members;
- (2) to provide members and others with opportunities for dialogue, education, advancement, and improvement of all aspects of the teleservices industry ("TSI") through meetings, seminars, webinars, email list serves, communications, publications, and other educational programs and activities;
- (3) to articulate and advocate the needs and interests of the teleservices industry before legislative, administrative, and judicial branches of regional and national governments;
- (4) to articulate and advocate the needs and interests of the teleservices industry before all the serving communications transmission source companies at regional and/or national levels;
- (5) to cooperate on behalf of the teleservices industry with suppliers, distributors, dealers, insurers, and customers directly and through their associations in matters involving the business and affairs of the industry;
- (6) to promulgate policies and conduct activities for the betterment of all those involved in the teleservices industry;
- (7) to have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes any and all powers conferred upon nonprofit corporations by the Virginia Nonstock Corporation Act, as from time to time amended; provided, however, that all policies and activities of the Association be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements and with the requirements of tax exemption that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- (8) all actions of the Association shall be consistent with the public interest as well as in the interest of the teleservices industry.

ARTICLE III -- MEMBERSHIP

Section I. General

Members of the Association shall be those organizations or persons duly admitted to one or more membership classes in accordance with these Bylaws. Each member of the Association shall have rights and obligations equal to those granted to or imposed upon all members of each class in which membership is held.

Section 2. Membership Classes

Classes Established. This Association shall have three classes of membership, as hereinafter defined:

(1) Regular Members: Only QCSOs that conduct business within the United States shall be eligible to become Regular Members of the Association.

(2) International Members: Only QCSOs that conduct TSI operations outside the United States shall be eligible to become International Members.

(3) Auxiliary Members: Those organizations or individuals sharing common interests with and desiring to support and promote the purposes of this Association, including, but not limited to, those regional organizations or individuals engaged in selling or providing products or services to the QCSO members of ATSI, shall be eligible to become Auxiliary Members of the Association.

(4) Unless otherwise provided in these Bylaws, the participation of Auxiliary members in the affairs of the Association, the establishment of categories of Auxiliary membership, and the determination of an organization's or individual's eligibility to become or to continue membership as an Auxiliary Member shall be determined from time to time by the Association's Board of Directors.

Section 3. Membership Application

Manner of Application. All applications for membership shall be submitted to the Association on standard forms containing a commitment to conform to these Bylaws and to the Association's Code of Ethics, as from time to time amended; shall be duly signed by or on behalf of the individual or organization applying for membership; and shall be accompanied by payment of such enrollment fee(s) as from time to time may be established.

Section 4. Suspension and Cancellation of Membership

(a) Account Delinquencies. The membership privileges in ATSI shall be suspended upon failure of the member to pay any applicable dues or assessments to the Association within a period of sixty (60) days following the date on which such dues or assessments become payable. Upon such suspension, the Association forthwith shall notify the member of the suspension and the amount of the delinquency. If, within thirty (30) days from the date of

such notice all delinquencies in the account of the suspended member are not cured, membership in the Association thereupon shall be canceled. The Board of Directors or the Executive Vice President may, for reasons which in its or his opinion justify special consideration, defer any suspension or cancellation for such time as it or he deems warranted.

(b) Improper Conduct. Membership in the Association shall be canceled as hereinafter provided for conduct determined to be inconsistent with the purposes of the Association as expressed in Article II of these Bylaws or in violation of the Code of Ethics of the Association.

(1) cancellation procedures may be initiated by a member or members only upon the filing with the Association of a Statement of Charges that shall specify with particularity the conduct alleged to warrant the proposed cancellation of membership;

(2) the Statement of Charges properly filed thereupon shall be referred to the Association's President, or to the President-Elect should the President be charged or otherwise have any interest in the outcome of the proposed membership cancellation, who shall determine whether the alleged conduct, if proved, would constitute a valid basis for the proposed membership cancellation;

(3) if the alleged conduct is determined to constitute an invalid basis for the proposed membership cancellation, the Statement of Charges thereupon shall be returned to the member(s) initiating cancellation procedures, together with a statement specifying the reasons for such determination. Should the member(s) dispute that determination, the member(s) may petition the Executive Committee for review. The decision of a majority of the disinterested members of that Committee shall be final as to whether further action is warranted;

(4) if the alleged conduct is determined by the President, the President-Elect, or the Executive Committee, as the case may be, to constitute a valid basis for the proposed membership cancellation, if proved, the member charged shall be provided promptly with a copy of the Statement of Charges and the matter thereupon shall be referred to the Board of Directors for hearing;

(5) the Association shall fix a time and place for hearing before the Board of Directors on the Statement of Charges and shall afford the member charged, as well as the member or member(s) bringing the charges, no less than twenty (20) days' notice of the time and place thereof;

(6) unless the accused member shall consent voluntarily to the proposed cancellation of membership within ten (10) days of the date of notice of hearing, the hearing will be conducted in accordance with these bylaws;

(7) the accused member shall have the right to be present at the hearing and to answer and defend against all charges. The accused member may be represented by an attorney or other representative at his expense;

(8) the member, or at least one of the members bringing charges shall appear at the hearing to present evidence of the truth thereof and shall be subject to cross-examination by the accused member. In the absence of a member to substantiate the Statement of Charges, the same shall be dismissed without prejudice to reconsideration for a period of one (1) year from the date specified for hearing;

(9) the Board of Directors shall conduct its hearing on the Statement of Charges in accordance with such additional rules procedure as it may prescribe. Unless rehearing is granted pursuant to subsection (IO) of this Section 4, the decision of a majority of the disinterested members of the Board of Directors present at such hearing shall be final;

(10) should the Board of Directors determine to cancel the membership of a member in accordance with the foregoing procedures, the Board may, in its sole discretion and upon its own initiative or upon the request of the former member whose membership has been canceled, provide a rehearing on the Statement of Charges pursuant to such procedures as the Board of Directors may specify. In the event of such rehearing, the decision of a majority of the disinterested members of the Board of Directors present at such hearing shall be final without further recourse.

Section 5. Membership Privileges and Voting Rights

(a) Elective Office. Only those representatives of QCSO members having voting rights pursuant to subsection (b) of this Section 5 shall be eligible to hold elective office in this Association.

(b) Voting Rights. Unless otherwise hereinafter provided, Regular Members of this Association shall be entitled to one vote for each membership held with respect to each matter submitted to a vote of the members of this Association. Unless otherwise required by law, Auxiliary Members shall not be entitled to vote in the affairs of the Association. Vote(s) may be cast either orally or in writing, or electronically, unless otherwise provided in these Bylaws, by an officer or agent, or by proxy appointed by an officer or agent, or by some other person who, by action of the QCSO's board of directors or other governing body, or pursuant to its bylaws, shall be appointed to cast such vote(s); provided, however, a Member entitled to vote at a meeting of members may authorize another person to cast its vote(s) only by proxy duly dated and signed by the authorized agent or representative of such QCSO, and any such proxy shall be revocable at the pleasure of the Member on whose behalf it has been executed.

(c) Record Date. For the purposes of determining members entitled to vote at any meeting of members or for purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of members. The date shall be not more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action; provided, however, that the record date for determining all matters pertaining to the election of directors shall be the date of the annual business meeting. When a determination of members of record entitled to vote at a meeting of members has been made as provided in this subsection (c), that determination shall apply to any adjournment of the meeting unless the Board shall fix a new record date for the adjourned meeting.

Section 6. Membership Action.

(a) General. When an action, other than the election of directors, is to be taken by vote of the members of this Association, it shall be authorized by a majority of the votes cast at a meeting at which a quorum is present unless greater plurality is required by law or as established elsewhere in these Bylaws. Where voting as a class is required by law to authorize an action, the action shall be authorized by a majority of the votes cast at a meeting at which a quorum of the class is present unless a greater plurality is required by law or as established elsewhere in these Bylaws. The voting as a class shall be in addition to any other vote required by law. Directors shall be elected pursuant to the provisions of Article IV of the Bylaws by a plurality of the votes cast at an election.

(b) Annual Membership Meeting. An annual meeting of members for election of directors and for such other business as may come before the meeting shall be held each year at such place, time and date as the Board of Directors may designate. All annual meetings shall be general meetings and shall be open for the transaction of any business proper for consideration by members of the Association and within the powers of the Association without special notice of such business except as may be required by law or the Association's Articles of Incorporation or these Bylaws.

(c) Special Membership Meetings. At any time during the interval between annual meetings, special meetings of the members shall be called promptly by the President: (i) upon request of a majority of the members of the Board of Directors; or, (ii) upon proper written request, stating the purpose of any such meeting and the matters to be considered, of not less than ten percent (10%) of the members entitled to vote at such a meeting. Any special meeting shall be held at such place, time, and date as the Board of Directors may designate. No business may be transacted at a special meeting except that stated in the notice thereof.

(d) Notice of Meetings. Written notice of the place, time, date, and purpose of a meeting of members shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member of record entitled to vote at the meeting. All such notices may be given by being displayed in the official publication of the Association that is distributed to a member entitled to vote at the meeting no less than ten (10) nor more than fifty (50) days in advance thereof.

(e) Quorum. Members holding ten percent (10%) of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The voting members represented at such meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present. When the members of a class are entitled to vote separately on an item of business, this subsection (e) shall apply in determining the presence of a quorum of the class for the transaction of that item of business.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Association shall be managed by or under the direction of its Board of Directors, which shall be elected from the designated representatives of the members of the Association as hereinafter provided. In addition to the powers expressly conferred upon it by these Bylaws, the Board of Directors shall have and may exercise all of the powers of the Association not reserved to the members by its Articles of Incorporation, these Bylaws, or by law. Unless otherwise provided by law or these Bylaws, the Board of Directors from time to time may delegate to officers of the Association or to committees of the Board such powers and duties as it may see fit.

Section 2. Eligibility and Term

No person shall be eligible to become a director unless the member shall have been properly selected pursuant to Section 4 of this Article IV, unless the QCSO he represents has been a Member of the Association for at least one (1) year, and unless he is actively engaged in the TSI operations of the QCSO he represents. Except in the filling of a vacancy or as otherwise provided in these Bylaws, the term of office of a director shall be two (2) years. No director may serve more than two (2) consecutive two-year terms. Elections of directors shall be staggered as hereinafter provided. If his term as a director does not continue, the immediate Past President of the Association shall serve for one (1) year as an ex officio member of the Board of Directors without voting privileges. Should the President-Elect's term as a director expire at the time of his succession to the office of President pursuant to Article V, Section 2 of these Bylaws, his term as a director automatically shall be extended for an additional year.

ATSI Board balloting shall allow voting from no more than two (2) members who belong to the same company. No more than two (2) members from one member company shall serve on the ATSI Board simultaneously.

Section 3: Representation, Number, and Term

The Board of Directors shall consist of between three and eighteen members, selected as provided in Section 4 below. The term of each elected director shall be two (2) years; provided, however, that no directors may serve more than two (2) consecutive terms.

Directors shall be elected to shorter terms, if necessary, in order to assure that the terms of office of the directors do not expire simultaneously; provided, however, that the Association's Board of Directors may extend or shorten for one (1) year the term of any director otherwise elected to serve a two-year term in order to eliminate the simultaneous expiration of the terms of one-third (1/3) or more of the total voting members of the Board.

Section 4. Selection

Selection of the members of the Board of Directors shall be conducted in accordance with the following procedures:

(a) Four (4) At-Large Directors shall be elected by electronic mail or other authorized means of electronic communication. The President shall appoint a Nominating Committee, which shall nominate at least two (2) candidates for each vacancy at least 45 days prior to the Annual Meeting. It shall forward its slate of nominees to the Executive Vice President at least 31 days in advance of the Annual Meeting. The Executive Vice President shall, not later than 30 days prior to the Annual Meeting, notify membership of the Association. Members may make nominations for director(s) by forwarding to the Executive Vice President in writing the names of the proposed nominees not less than 90 days prior to the Annual Meeting.

(b) Nominations from members must be seconded in writing to the Executive Vice President by at least two members in good standing. All seconds must be received by the Executive Vice President not less than 90 days prior to the Annual Meeting.

(c) The Executive Vice President shall forward by electronic mail or other authorized means of electronic communication appropriate ballots to all registered voters in good standing, promptly upon expiration of the period for submitting nominations and seconds. In the event there is only one candidate for a vacancy, no ballots will be distributed in that election and the Vice President-Secretary will be instructed to cast a unanimous ballot for the nominated candidate. All ballots must be returned to the office of the Executive Vice President not later than ten days prior to the Annual Meeting in order to be eligible to be counted.

(d) In the case of a tie vote, another ballot shall be taken at the Annual Meeting and all authorized QCSO representatives present shall be eligible to cast a ballot on the candidates involved, which ballot shall determine the election without recourse to a further vote by mail. Should a tie still exist after the special ballot, or should there be less than five (5) present and able to vote, the result will be determined by lot.

(e) Each IG shall select a representative -to the ATSI Board of Directors on or before ninety (90) days prior to the annual meeting if the term of the Director representing that IG expires at-the annual meeting. The IG shall inform ATSI's President and Executive Vice President in writing of the selection of its representative.

(f) In the event the President elected by the Board is a representative of an IG, the President shall be ineligible to represent the IG during his term as President, and the IG which selected him shall appoint another representative to the Board within ninety (90) days of the election to the Presidency of the IG's Board representative.

(g) During the transition period (June 2001 until all terms of Directors elected under the prior system have expired), the President shall designate existing Directors as IG representatives from among those Directors who are IG members.

Section 5. Removal

A director may be removed at any time, with or without cause, by majority vote of the Board of Directors. The foregoing to the contrary notwithstanding, any director who, without being excused by the Board of Directors, shall be absent from two (2) consecutive meetings of the Board, shall thereupon be removed from office and his successor appointed pursuant to Section 6 of this Article IV.

Section 6. Vacancies

A vacancy occurring in the four (4) at-large members of The Board of Directors shall be filled by appointment of a replacement by the President for the remainder of the original term. A vacancy occurring in the IG Board-representatives shall be filled by action of the respective, affected IG.

Section 7. Meetings

(a) Regular Meetings. The meeting of the new Board of Directors shall be held following the election of the directors at the Annual Meeting. Other regular meetings may be held on such dates, at such times, and at such places as may be designated from time to time by the Board.

(b) Special Meetings. Special meetings of the Board shall be called by the President upon the written request of one third (1/3) of the members of the Board of Directors.

(c) Notice of Meetings. Prior notice of the place, date, and time of every regular and special meeting of Directors shall be distributed to each director at least (10) days in advance.

(d) Quorum A majority of the members of the Board of Directors then in office, but in no event less than one-third of the directors, or a majority of the members of any committee thereof, shall constitute a quorum for the transaction of business at every meeting. If at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days, without notice other than by announcement at the meeting, until a quorum shall attend. The vote of the majority of members present at a meeting at which a quorum is present shall constitute the action of the Board or of the committee unless on any matter the vote of a larger number is required by law, the Association's Articles of Incorporation, or these Bylaws.

Section 8. Consent Action

Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing. Such consent has the same effect as a vote of the Board or committee for all purposes and shall be filed with the minutes of the proceedings of the board or of the committee.

Section 9. Telephone Conference

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by conference telephone call or similar communication by means, which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 10. Compensation and Expenses

Members of the Board of Directors shall receive no compensation for their services as such, but may, by annual resolution of the Board, be reimbursed in whole or in part for their travel expenses reasonably incurred in attending such meetings of the Board of Directors as it may determine and in accordance with such reimbursement methodologies as it from time to time may establish.

ARTICLE V -- OFFICERS AND STAFF

Section 1. Elected Officers

(a) General: The officers of this Association shall consist of a President, President-Elect, Vice President-Secretary and Vice President-Treasurer, each of whom shall be elected by the Board of Directors from among its members in accordance with Subsection (b) of Section I of this Article V and all of whom shall serve without compensation. The Board may appoint such other officers of the Association as it from time to time may deem advisable. With the exception of the offices of President, President-Elect, and Vice President-Secretary, any two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one capacity if that instrument is required by law or the Association's Article of Incorporation or these Bylaws to be executed, acknowledged, or verified by two or more officers. An officer, as between that officer, other officers, and the Association, shall have such authority and shall perform such duties in the management of the Association as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent therewith.

(b) Term of Office: The officers of the Association shall be elected annually by the Board of Directors from among its members at the annual meeting of the Board following the election of directors; provided, however, that the President-Elect shall automatically succeed to the office of President upon the expiration of his term as President-Elect. An officer shall hold office for the term for which he is elected or appointed and until his successor is elected or appointed, or until his resignation or removal. An officer may be removed by the Board of Directors with or without cause.

(c) The duties of the elected officers of the Association shall be as follows:

(1) President: The President shall serve as Chairman of the Board of Directors and shall preside at all meetings of the Association, of its Board of Directors, and of the Executive Committee. The President shall be a member ex-officio of all committees of the Board of

Directors and shall perform such other duties and functions as are customary or as from time to time may be assigned to him by the Board.

(2) President-Elect: In the absence of the President or in the event of his inability or refusal to act or at his request, the President-Elect shall perform the duties of the President and when so acting, shall have and may exercise all the powers of the President. He shall perform such other duties and functions as are customary or as from time to time may be assigned to him by the Board.

(3) Vice President-Secretary: In the absence of the President-Elect or in the event of his inability or refusal to act or at his request, the Vice President-Secretary shall assume the duties of the President-Elect; provided, however, that he shall not succeed to the office of President or President-Elect for a full term unless duly elected by the Board of Directors. The Vice President-Secretary shall keep minutes of all meetings of the Association, the Board of Directors, and the Executive Committee; shall be custodian of the records of the Association; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general, shall perform all duties incident to the office of Secretary and such other duties and functions as from time to time may be assigned to him by the Board of Directors. At its discretion, the Board of Directors may assign any of the duties of the Vice President-Secretary to the Executive Vice President.

(4) Vice President-Treasurer: shall be responsible for all funds and securities of the Association; shall keep proper books of account, showing the receipt and disposition all funds of the Association; shall render to the Board of Directors, whenever requested, an account of the financial condition of the Association; shall render a complete financial report at each annual meeting of the members of the Association; and, in general, shall perform all other duties incident to the office of Treasurer and such other duties and functions as from time to time may be assigned to him by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine, the cost of which shall be borne by the Association.

Section 2. Staff Officers

(a) The Board of Directors, in its discretion, may employ upon such terms as it shall determine, an Executive Vice President, who shall serve as an officer of the Association.

(b) The duties of this officer shall be as follows:

The Executive Vice President shall serve as the chief appointive executive of the Association responsible for management functions and shall be responsible to the Board of Directors for the performance of such duties and responsibilities as the Board may deem necessary or advisable for the proper and effective direction of the affairs of the Association. They shall be required to give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Association.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee

(a) The Executive Committee shall consist of four (4) voting members, comprised as follows:

1. The President
 2. The President-Elect
 3. The Vice President/Treasurer
 4. The Vice President/Secretary
- and one (1) non-voting member, The Immediate Past President

(b). The five Executive Committee members shall be selected by the Directors from among their number at the annual convention immediately after the election of Directors.

Section 2. Committees of the Board

The Board of Directors may create one or more committees, each such committee to consist of one or more of its members. The Board may designate one or more directors as alternate members of the committee who may replace an absent or disqualified member at a meeting of the committee. If an alternate member has not been designated to serve, the members of any such committee present at a meeting and not disqualified from voting whether or not they constitute a quorum, may unanimously appoint another member of the Board of directors to act at the meeting in the absence or disqualification of a regular member of that committee. Any committee created pursuant to this Section 2, and each member thereof, shall serve at the pleasure of the Board of Directors.

Section 3. Other Committees

The Board of Directors may create one or more committees to consist of one or more members of the Association or a combination of members and directors to perform such functions as the Board from time to time may determine. Any committee created pursuant to this Section 3, and each member thereof, shall serve at the pleasure of the Board.

Section 4. Compensation and Expenses

The members of the Executive Committee or of any committee created by the Board of Directors pursuant to Section 2 or 3 of this Article VI shall receive no compensation for their services as such, but may, by resolution of the Board, be reimbursed in whole or in part for their travel expenses reasonably incurred in attending authorized committee meetings in accordance with such reimbursement methodologies as the Board of Directors from time to time may establish.

ARTICLE VII – FEES, ASSESSMENTS, AND DUES

Section 1. General

Subject to the provisions of Section 2 of this Article VII, the Association's Board of Directors from time to time shall establish such changes in, enrollment fees, dues and/or assessments, and the class or classes of membership to be affected thereby, as may be reasonable and necessary. . Payment of an enrollment fee shall be required as a condition of admission to membership in any class to which an enrollment fee shall be applicable. Membership may be terminated upon nonpayment of any authorized assessment in accordance with the terms of such authorization.

Section 2. Membership Dues

Membership dues shall be established for each class of QCSO members by the Board of Directors.

All membership dues and the manner and frequency thereof, shall be established by the Board of Directors.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc

All checks, drafts, or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers and/or agent or agents of the Association, and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or other depositories and in such manner as the Board of Directors may determine.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX -- SUNDRY PROVISIONS

Section 1. Notice

Unless otherwise required by law, whenever a notice, report or recommendation is to be given or made to the membership pursuant to these Bylaws, timely publication thereof in the official publication of the Association that is distributed to the membership shall be construed as complying with such requirement.

Section 2. Rules of Procedure

In the absence of such rules of procedure as may be determined by the Association's Board of Directors, Robert's Rules of Order shall govern all matters of parliamentary procedure.

Section 3. Indemnification

To the maximum extent permitted by the Virginia Nonprofit Corporation Act as from time to time amended, the Association shall indemnify its currently acting and its former directors, officers, agents, and employees.

Section 4. Bylaw Amendment

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted in whole or in part, by the affirmative vote of a majority of the voting members, and of any class of members that may be entitled by law to vote thereon, present at any duly constituted meeting of the membership called for that purpose, upon at least thirty (30) days prior notice of such meeting and proposed amendment.

Amended: June 1993

Amended: June 1996

Amended: June 1997

Amended: February 14, 1998

Amended: June 2001

Amended: June 2003

Amended: June 2005

Amended: June 2012

Amended: June 2014

Last Amended: June 2017

***Definition:**

"QCSO" - Qualified Communications Service Organization

"TSI" - TeleServices Industry