

BYLAW AMENDMENTS

ARTICLE III MEETING OF MEMBERS

SECTION 3.1. Annual Meeting. The annual meeting of the members shall be held at a date, time and place within the Uintah Basin as selected by the Board and which shall be designated in the Notice of the Meeting, for the purposes of receiving a report on the election of directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. Notice of the date, time and place of the annual meeting and the voting district from which a director will be elected will be given to the members in their monthly billing, or by electronic mail as provided in 3.10 and by publishing in newspaper(s) of general circulation in the Uintah Basin for two weeks. That notice will be given not less than 90 days from the date of the annual meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. The Board may also provide for electronic transmission of the annual meeting to its members. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative nor affect the validity of any corporate action.

SECTION 3.2. Special Meetings. Special meetings of the members may be called by resolution of the Board, or by ten percent (10%) of all the members, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at a date, time and place within the Uintah Basin as designated by the Board and shall be specified in the Notice of the special meeting. The Board may also provide for electronic transmission of the special meeting to its members.

SECTION 3.3. Notice of Members' Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, and the notice shall list the names and voting district of the candidates for directorships and if the meeting will be transmitted electronically information regarding how to access that transmission, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail, or by electronic mail at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, addressed to the member at the address appearing on the records of the Cooperative, with postage thereon prepaid. If sent

by electronic mail, such notice shall be deemed to be delivered when sent to the electronic mail address which the member has designated to receive notifications as appearing on the records of the Cooperative. The incidental or unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 3.4. Postponement/Cancellation of a Meeting of the Members. In the event of inclement weather the meeting of the members may be postponed by the President. In the event of the occurrence of an event that could adversely impact the health or safety of the members or employees or would violate governmental laws, rules, or regulations the meeting of the members may be postponed, held virtually or cancelled by the Board. Notice of the adjourned, cancelled or virtual meeting shall be given by the President in any media of general circulation or broadcast serving the area or by electronic notice to the electronic mail address which the member has designated to receive notifications as appearing on the records of the Cooperative.

SECTION 3.5. Quorum. Business may not be transacted at any meeting of the members unless, there are present in person at least fifty (50) members. If less than a quorum is present at any special meeting, a majority of those present in person may adjourn the meeting to another time and date: provided that, the secretary shall notify any absent members of the time, date and place of such adjourned meeting by delivering notice thereof as provided in Section 3.3. If less than a quorum is present at any annual meeting, the results of the director election will be reported and the reports from the Board and officers will be provided and then posted online.

SECTION 3.6 Voting on Matters Other Than Electing Directors. Voting on matters that come before the membership at an annual or special meeting will be by secret ballot using electronic methods or such other method or methods as the Board of Directors determine. Only members present, in person, at the meeting may vote on business matters at the annual and special elections. All questions will be decided by the majority of the members at the meeting voting thereon, unless otherwise required by the Articles of Incorporation or these Bylaws. Elections of directors is governed by Article IV.

SECTION 3.7. Requirements on Voting. Each membership shall be entitled to only one (1) vote upon each matter submitted to a vote at any meeting of the members. An entity that is a member (corporation, body, politic, etc.) shall designate or certify in writing the individual that will vote that entities' membership. The Board may set additional policies, methods, procedures and

guidelines regarding voting not inconsistent with these bylaws.

SECTION 3.8. Proxies. Proxy voting will not be allowed at any election.

SECTION 3.9. Order Of Business. The order of business at the annual meeting of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at such meeting:

- (1) Welcome and report on the number of members present in person in order to determine the existence of a quorum.
- (2) Report on the election of Directors
- (3) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless minutes presented for approval shall have been furnished by a timely mailing or have been distributed at the meeting to all active members present. In such case, the President may entertain a motion from the floor to dispense with the reading of such minutes.
- (4) Presentation and consideration of reports of officers, directors, and committees.
- (5) Unfinished business.
- (6) New business.
- (7) Adjournment.

Notwithstanding the foregoing, the Board or the members themselves may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; provided, that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

SECTION 3.10 Electronic Notice. Any notice required by these bylaws to be given to a Member may be given by electronic mail. If sent by electronic mail, such notice shall be deemed to be delivered when sent to the electronic mail address which the Member has designated to receive notifications as appearing on the records of the Cooperative.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1. General Powers. The business and affairs of

the Cooperative shall be managed by a Board of ten (10) directors which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation, or these Bylaws conferred upon or reserved to the members.

SECTION 4.2. Tenure of Office. Directors shall be elected by a secret ballot when there is competition for the Board seat(s) to be filled. They shall be elected by and from the members to serve a three (3) year term, or until their successors shall have been elected and shall have qualified. The terms of the directors shall be staggered to insure continuity. Directors shall be elected as provided herein.

SECTION 4.3 Voting Districts. The Cooperative is divided into ten (10) geographic service areas (herein referred to as voting districts). One director shall be elected from each voting district. Members shall be eligible to vote for every director.

The geographic areas (voting districts) are described as follows:

1. Lapoint (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
2. Neola (legal description as on file with the Utah Public Service Commission as of January 1, 2005)
3. Altamont (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
4. Tabiona (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
5. Fruitland (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
6. Flattop (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
7. Randlett (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)
8. Roosevelt (legal description as on file with

the Utah Public Service Commission as of January 1, 2005.)

9. Duchesne (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)

10. Vernal (legal description as on file with the Utah Public Service Commission as of January 1, 2005.)

Attached hereto is a MAP showing the geographic boundaries of each voting district.

SECTION 4.4. Qualifications To Be Elected Or Remain A Director. An individual shall be eligible to be elected and remain a director of the Cooperative who:

- (1) Has been a member, receives retail telecommunications and information services ("Services") and resides in the geographic area (voting district) to which he or she is elected for 365 days prior to filing for the position of a director.
- (2) Is NOT an employee of the Cooperative or in any way employed by or financially interested in a competing enterprise or a business engaged in selling communication services or communication supplies or maintaining communication facilities.
- (3) Is NOT closely related to an incumbent director or an employee of the Cooperative. As used here, "closely related" means a person who is related to the principal person by consanguinity or affinity, to the first degree or less - that is, a person who is either a spouse, child, parent, brother, or sister, by blood or in law, of the principal. However, no incumbent director shall lose eligibility to remain a director or to be reelected as a director if he becomes a close relative of another incumbent director or of a Cooperative employee because of a marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Cooperative if he or she becomes a close relative of a director because of a marriage to which he or she was not a party. The Board may adopt a written policy which will govern the application in practice of this Bylaw section to assure no employee will suffer

unjust or unreasonable discrimination because of marital status.

- (4) Is not more than 60 days delinquent on any bill, for services, owed to this cooperative, or any of its subsidiaries, while serving on the Board and to be elected to the Board the candidate shall not have been more than 60 days delinquent on payment for services provided by the cooperative or its subsidiaries for one year prior to applying for a position of director.
- (5) Has not been convicted of a felony.
- (6) Has not been an employee of the Cooperative or any of its subsidiaries for two years prior to the date of the election for that position as a Director.

To remain a director, the director must attend two-thirds (2/3) or more of the regular meetings during each twelve month period beginning with the month of his/her election and continue to meet the other requirements set forth above. Upon establishment of the fact that a director or nominee is in violation of any of the provisions of this Section, that office shall be deemed vacant.

Nothing in this Section shall affect in any manner whatsoever, the validity of any action taken at any meetings of the Board.

SECTION 4.5 Voting for Directors. The election of directors, will be by secret ballot, using electronic, mail in, online voting methods or a combination thereof or such other method or methods as the Board determines. Only members may vote at the elections for directors. Each membership shall be entitled to only one (1) vote. An entity that is a member (corporation, body, politic, etc.) shall designate or certify in writing the individual that will vote that entities' membership.

The Board may retain a third party or parties to conduct the elections of directors.

SECTION 4.6. Candidate Process. A member who desires to run for election to the position of a director shall file in writing at the Cooperative office on forms provided by the Cooperative not less than 45 days and not more than 55 days from the date of the annual meeting at which the election for a director will occur for the geographic area (voting District) in which that individual resides.

SECTION 4.7 Primary Elections. If more than two individuals file to run for election from a voting district then the Manager of

the Cooperative shall, not less than thirty (30) nor more than forty (40) days before the date of the annual meeting, schedule a meeting in that voting district. The purpose of that meeting will be for the members of that voting district to elect two (2) individuals to run for the directorship from that voting district and to conduct such other business as may be pertinent to that voting district.

The primary election will be under the direction of the Manager or the Cooperative's attorney. Only members residing in the voting district and present at the primary meeting may vote at that election. The two individuals receiving the two highest number of votes will be the individuals listed on the final ballot.

If the primary meeting can not be held in person because of an event that could adversely impact the health or safety of the members or employees or would violate governmental laws, rules, or regulations the primary meeting may be held virtually and the primary election conducted online or by mail-in voting or combination thereof as determined by the Board. Dates relating to the annual meeting, director elections and other events impacted by changing the primary meeting may also be adjusted by the Board. Notice of the change in the primary meeting shall be given by the Board in any media of general circulation and by electronic mail to the members residing in the voting district in which the primary meeting was to be held.

In the event two or less members file at the Cooperative office for the position of director then there will not be a primary meeting or primary election and that individual or individuals will be placed on the final ballot.

SECTION 4.8. Election of Directors. The names of the individuals elected at the primary election or if two or less members file at the Cooperative office for the position of director then those individual or individuals shall be placed on the final ballot. Balloting for directors shall be by secret ballot as provided in 4.5. The Board of Directors will schedule the election sufficiently in advance of the date of the annual meeting so that the results can be announced at the annual meeting. The candidate from each voting district from which a director is to be elected receiving the majority of votes cast for that office shall be declared elected as a director. In the event of a tie vote the winner shall be determined by tossing a coin. The result of the election will be announced at the annual meeting or if the annual meeting is postponed the results will be announced by electronic mail to all members.

In the event only one candidate from a voting district files for the position of a director there will not be an election for

that position but that candidate from that voting district will be declared elected and become the director from that Voting district as of the date and opening time of the annual meeting.

SECTION 4.9. Removal Of Board Members by Members And Resignations. Any member may bring charges against a Board member, relating to the duties and responsibilities of that Board member by filing with the secretary such charges in writing together with a petition signed by at least ten (10) percent of the members, and may request the removal of such Board member by reason thereof. Such Board member shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel to present evidence in respect to the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such Board member shall be considered and voted upon at the meeting of the members. No director shall be removed from office unless by a vote of two-thirds (2/3) of the members present from each voting district.

A director may resign at any time by written notice delivered to the Board of Directors, the president or secretary of the Cooperative. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date but the successor shall not take office until the effective date.

SECTION 4.10. Vacancies. A vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Board members for the unexpired portion of the term. Any successor must reside in the same Voting district as the vacant directorship and have the same qualifications for office as set forth in Section 4.3 and 4.4.

SECTION 4.11. Compensation. Board members may, as determined by resolutions or policies of the Board, (a) receive a fixed sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs or performing committee assignments when authorized by the Board, (b) be reimbursed for expenses, including spousal expenses, actually and necessarily incurred in carrying out such Cooperative business, or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses, (c) be extended various forms of liability, life, health and accident insurance as well as participation in benefits provided to employees except for benefits based on salary, or be granted a set amount in lieu of receiving some of these benefits.

No Board member shall receive compensation for serving the

Cooperative in any other capacity, nor shall any close relative of a Board member receive compensation for serving the Cooperative, (except as an employee as authorized in these Bylaws) unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the Board member or his close relative shall have been certified by the Board as an emergency measure. For purpose of this section, close relative means parents, husband, wife, brothers, and sisters, by marriage or by adoption, and spouses of any of the foregoing. The written policy adopted by the board on nepotism pursuant to Section 4.3 shall also govern here. This provision does not preclude the payment of actual and necessary expenses incurred by spouses of board members or other individuals who, at the request of the board, assist in public relations and public service programs for the Cooperative or expenses incurred while traveling with Board members as authorized by the policy of the Board.

SECTION 4.12. Rules, Regulations, Rate Schedules And Contracts. The Board of Directors shall have power to make, adopt, amend, abolish and promulgate such rules, regulations, rate classifications, rate schedules, contracts, security deposits and any other types of deposits, payments or charges, including contributions in aid of construction, not inconsistent with law or the Articles of Incorporation or these Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative or, cause such to be submitted for any appropriate governmental regulatory approval. Further, the Board of Directors may constitute itself into committees for the purpose of studying and making recommendations to the full Board in the course of its decisional processes.

SECTION 4.13. Accounting Systems And Reports. The Board of Directors shall cause to be established and maintained a complete accounting system of the Cooperative's financial operations and condition, and shall, after the close of each fiscal year, cause to be made a full, complete and independent audit of the Cooperative's accounts, books and records reflecting financial operations during, and financial condition as of the end of, such year. A full and accurate summary of such audit reports shall be available at the Cooperative office for review by members. The Board may authorize special audits, complete or partial, at any time and for any specified period of time.

SECTION 4.14. Employment Issues. No director is to contact the manager or supervisor regarding the employment of any individual. Any employment issues are to be discussed by board members only in regularly scheduled board meetings.