

# NOFA 008 Company Overview Cover Sheet

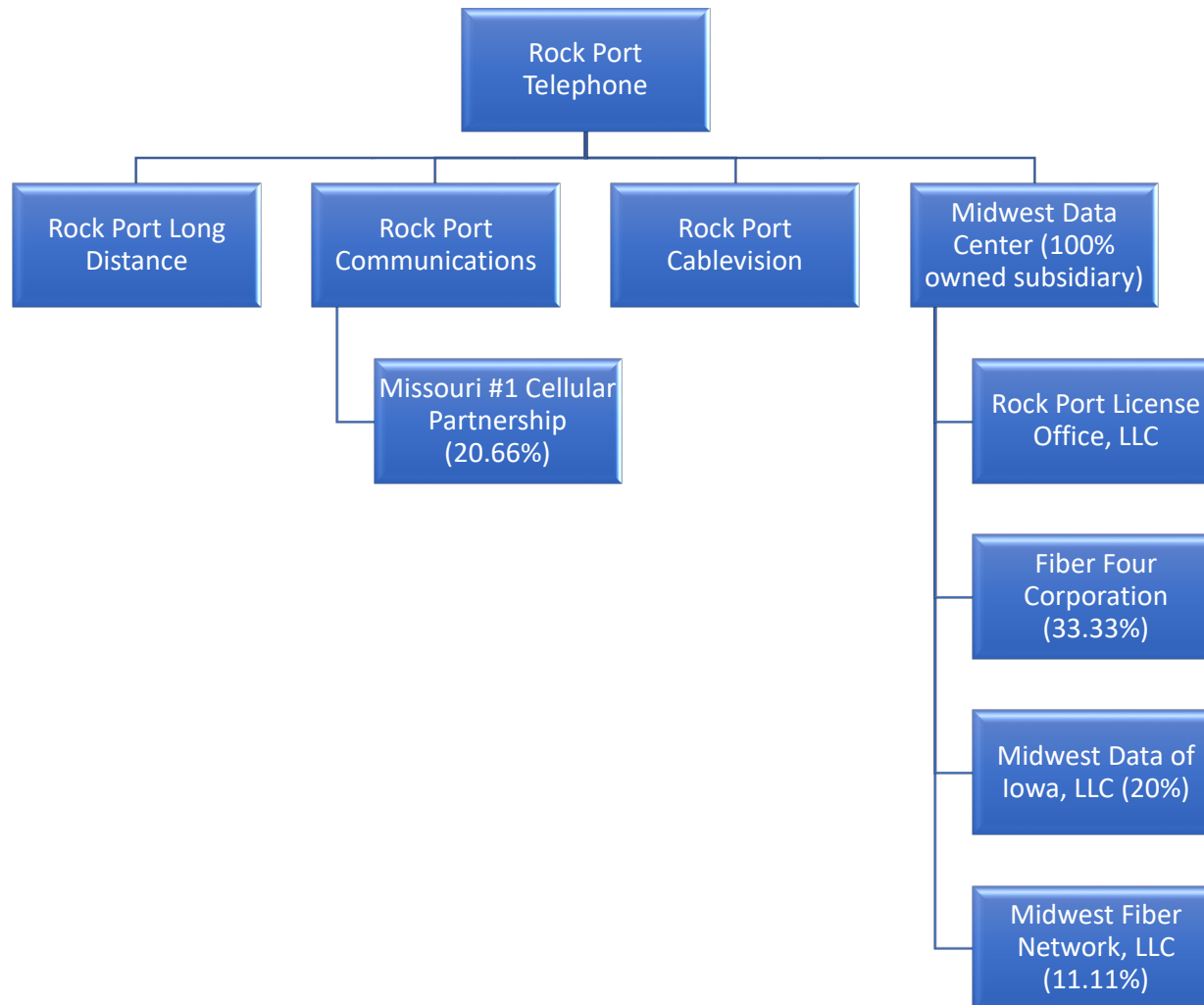
Attachment 1- Company Org Chart

Attachment 2- Articles of Incorporation

Attachment 3- By-laws

Attachment 4- Missouri Statutes

Attachment 5- IRS Ruling Letter



**T00116543**  
**Date Filed: 12/29/2021**  
**John R. Ashcroft**  
**Missouri Secretary of State**

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROCK PORT TELEPHONE COMPANY

Rock Port Telephone Company, a Missouri corporation originally organized in 1965 under "The General and Business Corporation Law of Missouri," Chap. 351, RSMo 1959, certifies that the following Amended and Restated Articles of Incorporation are all of the provisions of the Articles of Incorporation of the undersigned Corporation as heretofore amended and that these Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of such Articles of Incorporation as heretofore amended. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

These Amended and Restated Articles of Incorporation were adopted by the Shareholders of the Corporation at a meeting on the 24<sup>th</sup> day of April, 2021. The number of shares outstanding as of said meeting was 951; the number of shares entitled to vote on the Amended and Restated Articles of Incorporation was 951; the number of shares that voted for the Amended and Restated Articles of Incorporation was 533, and the number of shares voted against the Amended and Restated Articles of Incorporation was 0.

ARTICLE I

The name of the Corporation is Rock Port Telephone Company.

ARTICLE II

The address of the registered office in the State of Missouri is 214 S. Main Street, Rock Port, Missouri, 64482, and the name of its registered agent at such address is Raymond Henagan.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue shall be 3,000, of which 3,000 shares of the par value of \$10.00 each, amounting in the aggregate to \$30,000.00 and shall be shares of common stock.

The qualifications, limitations, and restrictions in respect to the shares issued are as follows:

The Corporation shall have authority to issue its common shares only to persons, hereinafter call "Shareholders", who shall: (1) pay the par value thereof; (2) are purchasing Services, as specified in the by-laws; and (3) agree to comply with and be bound by the Articles of Incorporation and Bylaws of the corporation and any amendment thereto and such rules and regulations as may from time to time be adopted by the Board of Directors. Any Shareholder not complying with all three of the provisions above shall have his stock retired from the books of the Corporation and the Corporation shall pay such person for the par value of such stock.

ORI-01032022-2326 State of Missouri  
No of Pages 4 Pages



Amend/Restate - For Profit

The Corporation shall issue only one share of common stock to any Shareholder, and no Shareholder shall own more than one share of common stock of this Corporation. Any Shareholder who shall desire to transfer a share of common stock of the Corporation owned by him, shall first offer the share to the Corporation which shall have the exclusive right to purchase such share at a price equal to the par value thereof within thirty days after such offer. Shares of stock so acquired by the Corporation may be held by it as treasury stock or may be transferred or issued to other persons who comply with the provisions of the Articles of Incorporation and Bylaws of the Corporation with respect to the issuance of common stock. If the Corporation shall not have exercised its option to purchase such share, the Shareholder, after the expiration of such time, shall be free to transfer such share, but only to a person who has complied with the provisions of the Articles of Incorporation and Bylaws of the Corporation with respect to the issuance of common stock.

Common shares shall be entitled to one vote on each matter submitted to a vote at a meeting of Shareholders unless provided otherwise by law, these Articles of Incorporation or the Bylaws.

#### ARTICLE IV

The number of Directors constituting the Board of Directors shall be set by the by-laws.

#### ARTICLE V

The Corporation is to continue perpetually.

#### ARTICLE VI

The purposes for which the Corporation is formed are:

To acquire by purchase, lease or otherwise, constructing, maintaining, leasing, and operating telephone exchange systems, and public and private telephone lines, and in general the doing of a telephone business within and without the state, and the acquiring, holding, using, selling and leasing all rights, franchises, patents, machinery, and apparatus pertaining to such business, within and without the state, and acquiring, holding, using, selling, and leasing all rights, franchises, patents, machinery, and apparatus pertaining to such business, and generally to furnish, improve and expand telephone service; and to transact any lawful business which a corporation may conduct under the laws of the State of Missouri

Pursuant to RSMo. § 392.020.3, the Corporation's operating designation shall be that of a cooperative telephone company.

#### ARTICLE VII

In the furnishing of Services, as specified in the by-laws, the Corporation's operations shall be so conducted that all Shareholders will through their patronage furnish capital for the Corporation. The Corporation is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of Services in excess of operating costs

and expenses properly chargeable against the furnishing of Services. All such amounts at the moment of receipt by the Corporation are received with the understanding that they are furnished by the Shareholders as capital which the Corporation is obligated to pay by credits to a capital account for each Shareholder. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each Shareholder is clearly reflected and credited in an appropriate record to the capital account of each Shareholder, and the Corporation shall within a reasonable time after the close of the fiscal year notify each Shareholder of the amount of capital so credited to his account. All such amounts credited to the capital account of any Shareholder shall have the same status as though they had been paid to the Shareholder in cash in pursuance of a legal obligation to do so and the patron had then furnished the Corporation corresponding amounts for capital.

In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid and the par value of Shareholders' common shares returned, outstanding capital credits shall be retired without priority on a pro rata basis. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Corporation will not be impaired thereby, the capital then credited to Shareholders' accounts may be retired in full or in part. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Corporation shall equal at least forty per centum (40%) of the total assets of the Corporation.

Capital credited to the account of each Shareholder shall be assignable only on the books of the corporation, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such Shareholder's premises served by the Corporation unless the Board of Directors, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the Board of Directors, at its discretion, shall have the power at any time upon the death of any Shareholder, if the legal representatives of his estate shall request in writing that the capital credited to any such Shareholder be retired prior to the time such capital would otherwise be retired, capital credited to any such Shareholder immediately under such terms and conditions as the Board of Directors, acting under policies of general application, and the legal representatives of such Shareholder's estate shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.

The Shareholders of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Corporation and each Shareholder, and both the Corporation and the Shareholders are bound by such contract, as fully as though each Shareholder had individually signed a separate instrument containing such terms and provisions. The provisions of this Article of these Articles of Incorporation shall be called to the attention of each Shareholder of the Corporation by posting in a conspicuous place in the Corporation's office.

ARTICLE VIII

The Shareholders may make, alter, amend or repeal the Bylaws at any regular or special meeting provided the notice of such meeting shall have contained a copy of the proposed adoption, alteration, amendment or repeal. The Board of Directors may also alter, amend or repeal the Bylaws provided that this authority shall not extend to any provision which the Shareholders shall have altered or amended or to the readoption of the substance of any provision which the Shareholders shall have repealed.

In witness whereof the undersigned have executed this instrument this 24<sup>th</sup> day of April, 2021, in Rock Port, Atchison County, Missouri

Stanley K. Griffin, President  
Stanley K. Griffin, President

Attest:

Clay C. Vogler, Secretary  
Clay Vogler, Secretary



## ACKNOWLEDGMENT

STATE OF MISSOURI )  
 )SS.  
COUNTY OF ATCHISON )

On the 24<sup>th</sup> day of April, 2021, before me personally appeared Stanley K. Griffin, President of Rock Port Telephone Company, and Clay Vogler, Secretary of Rock Port Telephone Company, known to me to be the persons described in and who executed the foregoing instrument, and after being duly sworn, acknowledged to me they executed the foregoing document as President and Secretary of Rock Port Telephone Company as their voluntary free act for the purposes therein stated and the statements therein contained are true and correct. In witness whereof, I set my hand and affixed my official seal in the City or County and State aforesaid, on the day and year written above.



[Signature]  
Notary Public

# STATE OF MISSOURI



**John R. Ashcroft**  
**Secretary of State**

## CERTIFICATE OF AMENDMENT AND RESTATEMENT

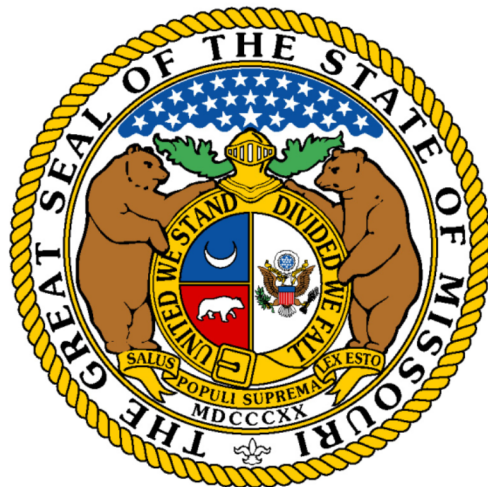
WHEREAS,

***ROCK PORT TELEPHONE COMPANY***  
***T00116543***

a corporation organized under Telephone Companies Law has delivered to me a Certificate Of Amendment And Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under Telephone Companies Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of December, 2021.

  
Secretary of State



# By-laws of the Rock Port Telephone Company

# **BYLAWS OF ROCK PORT TELEPHONE COMPANY**

## **ARTICLE I**

### **Shareholders**

**SECTION 1. Eligibility to Purchase Common Stock.** Any person, firm, association, corporation, or body politic who is not a financially competing enterprise or a business engaged in selling telephone service or supplies or constructing or maintaining telephone service or subdivision thereof may become a holder of common stock (hereinafter called “shareholder”) of Rock Port Telephone Company (hereinafter called “Corporation”) by:

(a) Making a written subscription to common stock and application for Qualifying Service as defined herein (hereinafter called “Qualifying Service”);

(b) Agreeing to purchase from the Corporation Qualifying Service as hereinafter specified,

(c) Agreeing to comply with and be bound by the articles of incorporation and by-laws of the Corporation and any rules and regulations adopted by the board of directors (hereinafter called “Board”); and

(d) Agreeing to pay the par value for one share of common stock as hereinafter specified on uniform terms and conditions established by the Board;

provided, however, that agreement to pay or payment of the par value of one share of common stock in accordance with the provisions of these by-laws by a landlord on behalf of an applicant for Qualifying Services who is a tenant occupying premises owned by such landlord and served by the Corporation shall constitute compliance by such applicant with subdivision (d) of this Section; and provided, further, however, that no person, firm, association, corporation or body politic or subdivision thereof shall become a shareholder unless and until the issuance of common stock in the Corporation and no share of common stock shall be transferable, except as provided in the articles of incorporation and by-laws.

**SECTION 2. Stock Certificates.** Stock certificates for common stock shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificates shall be signed by the President and by the Secretary and the corporate seal shall be affixed thereto. No certificate shall be issued for less than the par value thereof, nor until such share has been fully paid for. In case a certificate is lost, destroyed or mutilated, a new certificate may be issued therefore upon such uniform terms and indemnity to the Corporation as the Board may prescribe.

**SECTION 3. Joint Ownership.** A husband and wife, or any two individuals, may apply for a share of common stock to be owned jointly. The term

“shareholder” as used in these by-laws shall be deemed to include a husband and wife, or both persons if owning jointly, holding jointly a share of common stock, and any provision relating to the rights and liabilities of shareholders of common stock shall apply equally with respect to those jointly owning a share of common stock. Without limiting the generality of the foregoing, the effect of hereinafter specified actions by or in respect to the joint owners of a share of common stock shall be as follows:

(a) The presence of either or both at a meeting shall be regarded as the presence of the shareholder and shall constitute joint waiver of notice of the meeting:

(b) The vote of either separately or both jointly shall constitute one joint vote;

(c) A waiver of notice signed by either or both shall constitute notice to both;

(d) Notice to either shall constitute notice to both;

(e) Either but not both may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

#### **SECTION 4. Conversion of Ownership.**

(a) Ownership of a share of common stock may be converted to a joint ownership upon the written request of the owner thereof and the agreement by

such owner and his or her spouse or joint owner to comply with the articles of incorporation, by-laws, and any rules and regulations adopted by the Board. The outstanding stock certificate shall be surrendered, and shall be re-issued by the Corporation in such manner as shall indicate the changed ownership status.

(b) Upon the death of either spouse or joint owner who is a party to the joint ownership of common stock, such ownership shall be held solely by the survivor. The outstanding stock certificate shall be surrendered, and shall be reissued in such manner as shall indicate the changed ownership status, provided, however, that the estate of the deceased shall not be released from any debts due the Corporation.

**SECTION 5. Shareholder Fees.** The par value and cost of a share of stock shall be Ten Dollars (\$10.00).

**SECTION 6. Purchase of Qualifying Service.** Each shareholder shall, as soon as service is available, take a Qualifying Service from the Corporation to be used on the premises specified in his application for such Qualifying Service, and shall pay thereafter monthly at rates in accordance with established rates as fixed by the Board. It is expressly understood that amounts paid for Qualifying Services in excess of the costs are furnished by the Corporation as capital and each shareholder shall be credited with the capital so furnished as provided in

these by-laws. Each shareholder shall also pay all amounts owed by him to the Corporation as and when the same shall become due and payable.

### **SECTION 7. Transfer of Common Stock, Suspension of Voting Rights.**

(a) The Board may, by the affirmative vote of not less than two-thirds of all the directors, suspend the voting rights of, and discontinue service to, any shareholder who fails to comply with any of the provisions of the Articles of Incorporation, by-laws, or rules or regulations adopted by the Board, but only if such shareholder shall have been given written notice by the Corporation that such failure makes him liable to suspension of voting rights and discontinuance of service, and such failure shall have been continued for at least ten days after such notice was given, and provided that such action by the Board shall not impair the right of such shareholder to transfer his common stock in accordance with the provisions of the articles of incorporation and the by-laws. Service to, together with the voting rights of, such shareholder may be restored by vote of the Board, or by vote of the shareholders at any annual or special meeting.

(b) Upon refusal of a shareholder to permit the installation of a requested Qualifying Service within thirty days after he has been notified that such Qualifying Service is available to him, or upon termination of purchase of all Qualifying Services by a shareholder, the voting right of such shareholder

shall be suspended until the commencement, or renewal of purchase, with the approval of the Board, of such Qualifying Service. Such suspension shall not impair the right of shareholder to transfer his common stock in accordance with the provisions of these articles of incorporation and by-laws. Thereafter his stock shall be retired from the books of the Corporation.

(c) Any shareholder who shall desire to transfer a share of common stock of the Corporation owned by him, shall first offer the share to the Corporation which shall have the exclusive right to purchase such share at a price equal to the par value thereof Said offer must be in writing and copies served upon the President and the Secretary of the Board of Directors. Share of stock so acquired by the Corporation may be held by it as treasury stock or may be transferred or issued to other persons who comply with the provisions of the articles of incorporation and by-laws of the Corporation with respect to the issuance of common stock. If the Corporation shall not have exercised its option to purchase such share within ninety (90) days of such offer, the shareholder, after the expiration of such time, shall be free to transfer such share but only to a person who has complied with the provisions of the articles of incorporation and by-laws of the Corporation with respect to the issuance of common stock.

## **ARTICLE II**

### **Rights and Liabilities of Shareholders**

**SECTION 1. Rights on dissolution.** Upon dissolution, after all debts and liabilities of the Corporation shall have been paid, the holders of the common stock shall be paid the par value of stock held by them and outstanding capital credits shall be retired without priority on a pro rata basis. The remaining property and assets of the Corporation shall be distributed among the shareholders as provided by law.

**SECTION 2. Non-liability for Debts of the Corporation.** The private property of the common shareholders shall be exempt from execution or other liability for the debts of the Corporation and no such shareholders shall be liable or responsible for any debts or liabilities of the Corporation.

## **ARTICLE III**

### **Meeting of the Shareholders**

**SECTION 1. Annual Meeting.** Roberts Rules of Order shall be used at all shareholders' meetings of the Rock Port Telephone Company. The annual meeting of the shareholders shall be held on a date in September of each year, beginning with the year 1966 until 1998, at which time the date shall be changed to any date in April each year, thereafter beginning with the annual meeting in 1999. The annual meeting shall be held at such a place in the

County of Atchison, State of Missouri, as shall be designated in the notice of the meeting, for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. If the day fixed for the annual meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

**SECTION 2. Special Meeting.** Special meetings of the shareholders may be called by resolution of the Board, by the President, or by twenty per centum of all the shareholders, 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 shareholders may be held at any place within the County of Atchison, State of Missouri, specified in the notice of the special meeting.

**SECTION 3. Notice of Shareholder's Meetings.** Written, electronic or printed notice stating the place, day and hour of the meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called shall be delivered not less than ten or more than seventy days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President or Secretary to each shareholder of record entitled to vote at such

meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the record of the Corporation, with postage thereon prepaid. If electronic, such notice shall be deemed delivered twenty-four hours after such notice was transmitted to a verifiable electronic address of the shareholder. Any such electronic notice must be evidenced by a verifiable record of the sender.

**SECTION 4. Quorum.** Five percent of the outstanding voting shares of common stock, or fifty shareholders, whichever is the larger, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a quorum is present at any shareholders' meeting a majority of those present and represented by proxy may adjourn the meeting to a specified date not longer than ninety days after such adjournment without further notice. The minutes of each meeting shall contain a list of the shareholders present in person.

**SECTION 5. Voting.** Except for the election of directors, each shareholder shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the shareholders. All questions shall be decided by a vote of a majority of the shareholders voting thereon in person or by proxy except as otherwise provided by law, the articles of incorporation or by these by-laws. In all elections for directors each shareholder shall have the right to cast as many votes in the aggregate as shall equal the

voting share so held by him or her in said Corporation, multiplied by the number of directors to be elected at such election, and each shareholder may cast the whole number of votes, either in person or by proxy, for one candidate, or distribute them among two or more candidates and such directors shall not be elected in any other manner.

**SECTION 6. Proxies.** A shareholder may vote by proxy, upon the Corporation issued form, executed in writing by the shareholder. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after seventy days from the date of its execution. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. Subject to the provision herein stated, a shareholder may give his proxy to another shareholder, provided however, no shareholder may vote more than his share or shares plus other shares making the aggregate of eleven votes for any one shareholder. The presence of a shareholder at a meeting shall revoke a proxy theretofore executed by him and such shareholder shall be entitled to vote at such meeting at the same manner and with the same effect as if he had not executed a proxy. Nothing herein stated shall preclude the proxy committee appointed by the Board of Directors from voting the proxies received by it at or before the particular meeting.

**SECTION 7. Order of Business.** The order of business at the annual meeting of the shareholders and, so far as possible, at all other meetings of the shareholders, shall be essentially as follows.

1. Report on the number of shareholders present in person and represented by proxy in order to determine the existence of a quorum.
2. Reading of the unapproved minutes of previous meetings of the shareholders and the taking of necessary action thereon.
3. Presentation and consideration of reports of officers, directors and committees.
4. Election of directors.
5. Unfinished business.
6. New business.
7. Adjournment.

## **ARTICLE IV**

### **Directors**

**SECTION 1. General Powers.** The business and affairs of the Corporation shall be managed by the Board of eight directors which shall exercise all of the powers of the Corporation except such as are by

law, the articles of incorporation and these by-laws conferred upon or reserved to the shareholders.

**SECTION 2. Qualifications.** No person shall be eligible to become or remain a director of the Corporation who:

(a) Is not a shareholder of common stock of the Corporation and who is not presently residing in the area served or to be served by the Corporation, or

(b) Is in any way employed or financially interested in a competing enterprise or a business engaged in selling telephone service or supplies, or constructing or maintaining telephone.

(c) Is an employee or close relative, as defined below in SECTION 8, of an employee of Rock Port Telephone Company.

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the Board shall remove such director from office.

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

**SECTION 3. Election and Tenure of Office.** The persons elected directors at the first meeting of the shareholders shall compose the Board until the first meeting or until successors shall have been elected

and shall have qualified. At the first annual meeting, three directors shall be elected for a term of one year and three directors shall be elected for a period of two years and three directors shall be elected for three years. Thereafter at each annual election, three directors or two directors, depending upon the rotation, shall be elected by and from the shareholders entitled to vote thereat in the manner hereinbefore provided to serve for a term of three years and until their successors shall have been elected and shall have qualified. If an election of Board members shall not be held on the day designated herein for the annual meeting, a special meeting of the members shall be held for the purpose of electing Board members within a reasonable time thereafter. Board members may be elected by a plurality vote of the shareholders present in person and by proxy.

**SECTION 4. Nominations.** Nominations for the election of the Board members may be made as follows: any fifteen or more shareholders acting together may make nominations by petition which shall be received at least five days before the meeting for the election of directors which shall be filed with the Secretary of the Board of Directors. At the annual meeting or at any adjourned meeting or at a special meeting held for the purpose of electing directors, the Chairman shall call for addition nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations have been made. No shareholder may nominate more than one candidate.

**SECTION 5. Removal of Directors by Shareholders.** Any shareholder may bring charges against a director and, by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum of the shareholders, or two hundred shareholders, whichever is the lesser, may request the removal of such director by reason thereof at any special meeting of the shareholders. Such director shall be informed in writing of the charges at least ten days prior to the special meeting of the shareholders at which the charges are to be considered and shall have the opportunity at the meeting to be heard in person or by counsel and 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 director shall be considered and voted upon at the special meeting of the shareholders and any vacancy created by such removal may be filled by vote of the shareholders at such special meeting without compliance with the foregoing provisions with respect to nominations.

**SECTION 6. Vacancy Created by Absence from Attendance at Meetings.** Any member of the Board of Directors who absences himself from three regular monthly meetings of the Board of Directors in any one year of his term of office without legitimate reason (at the Board's determination) shall forfeit his membership on the Board of Directors and such vacancy shall be filled in the manner provided in Section 6 hereof.

**SECTION 7. Vacancies.** Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of directors by the shareholders, or a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term.

**SECTION 8. Compensation.** Board members shall not receive any compensation for their services except that the Board of Directors of said Corporation by resolution may authorize a fixed sum for each day or part thereof spent on corporate business, such as attendance at meetings, conferences and training programs or performing committee assignments authorized by the Board. If reimbursed for expenses incurred in carrying out such corporate business or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses. No board members shall receive compensation for serving the Corporation in any other capacity, nor shall any close relative of a Board member receive compensation for serving the Corporation, unless the payment and amount of compensation shall be specifically authorized by a vote of the shareholders, or the service by the Board member or close relative shall have been certified by the Board as an emergency measure. For the purpose of this section, close relatives include grandparents, parents, husband, wife, children, grandchildren, brothers, and sisters,

by blood, by marriage or by adoption, and spouses of any of the foregoing.

## **ARTICLE V**

### **Meetings of Directors**

**SECTION 1. Regular Meetings.** A regular meeting of the Board shall be held without notice, immediately after, and at the same place as, the annual meeting of the shareholders. A regular meeting of the Board shall also be held monthly at such time and place in Atchison County, Missouri, as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

**SECTION 2. Special Meetings.** Special meetings of the Board may be called by the President or by any three directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The president or the directors calling the meeting shall fix the time and place for the holding of the meeting.

**SECTION 3. Notice of Director's Meetings.** Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each director not less than five days thereto either personally, electronically or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the directors

calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the director at his address as it appears on the records of the Corporation, with postage thereon prepaid, if electronic, such notice shall be deemed delivered twenty-four hours after such notice was transmitted to a verifiable electronic address of the director. Notice herein may be waived only if all Board members shall agree to such waiver.

**SECTION 4. Quorum.** A majority of the Board shall constitute a quorum, provided, that if less than such a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. 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, except as otherwise provided in these by-laws.

## **ARTICLE VI**

### **Officers**

**SECTION 1. Number.** The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board from time to time. The officers of Secretary and Treasurer may be held by the same person who need not be a member of the Board or the owner of common stock.

**SECTION 2. Election and Term of Office.** The officers shall be elected by ballot, annually by the Board at the meeting of the Board held immediately after the annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the shareholders or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these by-laws, the vacancy in any office shall be filled by the Board for the unexpired portion of the term.

**SECTION 3. Removal of Officers and Agents by Directors.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgement the best interests of the Corporation will be served thereby. In addition, any shareholder of the Corporation may bring charges against an officer, and by filing with the Secretary such charges in writing together with a petition signed by ten per centum of the shareholders, or two hundred shareholders, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten days prior to the Board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect to the charges and the person or persons bringing the charges against him

may have the same opportunity. In the event the Board does not remove such officer the question of his removal may be considered and voted upon at the next meeting of the shareholders.

**SECTION 4. President.** The President shall:

(a) be the principal executive officer of the Corporation and, unless otherwise determined by the shareholders or the Board shall preside at all meetings of the shareholders and the Board.

(b) sign, with the Secretary, certificates of capital stock, the issue of which shall have been authorized by the Board of Directors or the shareholders; and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed, and

(c) in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

**SECTION 5. Vice-President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall also perform

such other duties as from time to time may be assigned to him by the Board.

**SECTION 6. Secretary.** The Secretary shall be responsible for:

(a) keeping of the minutes of the meeting of the shareholders and of the Board in books provided for that purpose:

(b) seeing that all notices are duly given in accordance with these by-laws or as required by law;

(c) the safe keeping of the corporate books and records and the seal of the Corporation, and affixing the seal of the Corporation of all certificates of capital stock prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws.

(d) keeping a register of the names and post office addresses of all shareholders;

(e) signing, with the President, certificates of capital stock, the issue of which shall have been authorized by the Board or the shareholders.

(f) keeping on file at all times a complete copy of the articles of incorporation and by-laws of the Corporation containing all amendments thereto, (which copy shall always be open to the inspection of any shareholder), and at the expense of the

Corporation, furnishing a copy of the by-laws and all amendments thereto to each shareholder;

(g) and in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

**SECTION 7. Treasurer.** The treasurer shall be responsible for:

(a) custody of all funds and securities of the Corporation;

(b) the receipts of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such bank or banks as shall be selected in accordance with the provisions of these by-laws; and

(c) the general performance of all the duties incident to office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

**SECTION 8. Manager.** The Board may appoint a manager and other corporate officials who may be, but who shall be required to be, a shareholder of the Corporation. The manager and other corporate officials shall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

**SECTION 9. Bonds of Officers.** The treasurer and any other officer or agent of the Corporation charged with responsibility for custody of any of its funds or property shall be bonded in such sum and with such surety as the Board shall determine. The Board in its discretion may also require any other officer, agent or employee of the Corporation to be bonded in such amount and with such surety as it shall determine.

**SECTION 10. Compensation.** The powers, duties and compensation of officers, agents and employees shall be fixed by the Board, subject to the provisions of these by-laws with respect to compensation for directors and close relatives of directors.

**SECTION 11. Reports.** The officers of the Corporation shall submit at each annual meeting of the shareholders reports covering the business of the Corporation for the previous fiscal year. Such reports shall set forth the condition of the Corporation at the close of such fiscal year.

## **ARTICLE VII**

### **Non-Profit Operation**

**SECTION 1. Interest or Dividends on Capital Prohibited.** The Corporation shall at all times be operated on a Corporate non-profit basis for the mutual benefit of its shareholders. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its dividends.

**SECTION 2. Patronage Capital in connection with Furnishing of Patronage Services.** In the furnishing of Patronage Services the Corporation's operations shall be so conducted that all shareholders will through their patronage furnish capital for the Corporation. In order to induce patronage and to assure that the Corporation will operate on a non-profit basis, the Corporation is obligated to account on a patronage basis to all its shareholders for all amounts received and receivable from the furnishing of Patronage Services that are purchased by shareholders. Those amounts furnished by shareholders in excess of operating costs and expenses at the moment of receipt by the Corporation are received with the understanding that they are furnished by the shareholders as capital. The Corporation is obligated to pay by credits to a capital account for all shareholder amounts furnished through patronage in excess of operating costs and expenses.

The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each shareholder is clearly reflected and credited in an appropriate record to the capital account of each shareholder, and the Corporation shall within a reasonable time after the close of the fiscal year notify each shareholder of the amount of capital so credited to his account. All such amounts credited to the capital account of any shareholder shall have the same status as though they have been

paid to the shareholder in cash in pursuance of a legal obligation to do so and the shareholder had then furnished the Corporation corresponding amounts for capital.

All other amounts received by the Corporation from its operations in excess of costs and expenses may, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year, (b) retained for future operations, and (c) to the extent not needed for those purposes, allocated to its shareholders on a patronage basis and any amount so allocated shall be included as part of the capital credited to the accounts of shareholders, as herein provided.

In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid and the par value of shareholders' common shares returned, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of shareholders. Any remaining assets of the Corporation shall be divided per capita among the shareholders. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Corporation will not be impaired thereby, the capital credited to shareholders' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Corporation being first

retired. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Corporation shall equal at least forty per centum (40%) of the total assets of the Corporation.

Capital credited to the account of each shareholder shall be assignable only on the books of the Corporation pursuant to written instructions from the assignor and only to successors in interest or successors in occupancy in all or a part of such shareholder's premises served by the Corporation unless the Board, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these by-laws, the Board at its discretion, shall have the power at any time upon the death, or a legally sufficient dissolution if a business entity, of any shareholder, if the legal representative of his estate or dissolved entity shall request in writing that the capital credited to any such shareholder be retired prior to the time such capital would otherwise be retired under the provision of these by-laws, to retire capital credited to any such shareholder immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representative of such shareholder's estate or dissolved entity shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.

The shareholders of the Corporation, by dealing with the Corporation, acknowledge that the terms

and provisions of the articles of incorporation and by-laws shall constitute and be a contract between the Corporation and each shareholder, and both the Corporation and the shareholders are bound by such contract, as fully as though each shareholder had individually signed a separate instrument containing such terms and provisions.

Whenever any shareholder becomes indebted to the Corporation by reason of a Qualifying Service having been furnished and other costs and expenses have been incurred on his behalf and the Board of Directors has suspended his voting rights pursuant to the provisions of SECTION 7 of ARTICLE I, the Board shall charge his capital account to the extent of such indebtedness as shown on the books of the Corporation. Such deduction from the capital account may be thereafter canceled if service to, together with the voting rights of the shareholder, and the payment of said indebtedness has been paid to the Corporation, by vote of the Board, or by vote of the shareholders at any annual or special meeting.

Any capital credit distribution that remains unclaimed for a period of two years after such distribution shall be retained by the Corporation. Prior to retention, the Corporation shall make reasonable efforts to facilitate said distribution to the shareholder.

**SECTION 3. Qualifying Services.** The purchasing of Qualifying Services enables, if all other requirements are met, the purchaser thereof to

become a shareholder of the Corporation. Qualifying Services, as used herein, shall mean voice service or internet access in the Rock Port, Watson and South Hamburg, Missouri exchange areas. The Corporation may offer other services to shareholders and non-shareholders, but only Qualifying Services enable the purchaser thereof to become a shareholder.

**SECTION 4. Patronage Services.** Patronage Services are services provided by the Corporation, its subsidiaries and/or affiliates that qualify for classification of patronage capital as described in this ARTICLE. Such classification is only attributable to shareholders. The Board of Directors shall determine what services shall be considered Patronage Services.

## **ARTICLE VIII**

### **Disposition of Property**

The Corporation may not sell or otherwise dispose of more than seventy-five (75%) of its telephone exchange property unless such sale or other disposition is authorized at a meeting of the shareholders thereof by the affirmative vote of not less than three-fourths of all the shareholders of the Corporation

## **ARTICLE IX**

### **Seal**

The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Missouri".

## **ARTICLE X**

### **Financial Transactions**

**SECTION 1. Contract.** Except as otherwise provided in these by-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board.

**SECTION 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select, except petty cash.

**SECTION 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January of

each year and shall end on the thirty-first day of December of the same year.

## **ARTICLE XI**

### **Miscellaneous**

**SECTION 1. Waiver of Notice.** Any shareholder or director may waive in writing any notice of a meeting required to be given by these by-laws. A shareholder or director may attend such a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

**SECTION 2. Policies, Rules and Regulations.** The Board shall have power to make and adopt such policies, rules and regulations, not inconsistent with law, the articles of incorporation or these by-laws, as it may deem advisable for the management of the business and affairs of the Corporation.

**SECTION 3. Accounting System and Reports.** The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to the applicable laws and rules and regulations of any regulatory body which shall have jurisdiction over the Corporation. The Board shall also cause to be made by a certified public accountant a full and complete annual audit of the accounts, books and financial condition of the Corporation. The results of such audit shall be

reported to the shareholders at the next following annual meeting.

**SECTION 4. Area Coverage.** The Board shall make diligent effort to see that telephone service is extended to all unserved persons within the Corporation service area who (a) desire such service and (b) meet all reasonable requirements established by the Corporation as a condition of such service.

**SECTION 5. Indemnification and Liability of Directors and Officers.** Each person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation as of right to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the Corporation or, if serving at the request of the Corporation, as a director or officer of another corporation. Indemnification provided by this by-law provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other by-law or under any agreement, vote of stockholders or disinterested directors or otherwise, and shall not limit in way any right which the Corporation may have to make different or further

indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the Corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation or of any other corporation which he serves as a director or officer at the request of the Corporation, if such person (i) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the Corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, employers or agents of the Corporation, or of such other corporation, which he had no reasonable grounds to disbelieve.

## **ARTICLE XII**

### **Amendments**

The shareholders may make, alter, amend or repeal the by-laws at any regular or special meeting provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. The Board of Directors may also alter, amend or repeal the by-laws provided that this authority shall not extend to any provision which the shareholders shall have altered or amended or to

the re-adoption of the substance of any provision which the shareholders shall have repealed.

► ≡ Revisor of Missouri



Words ▾

1st search term or section nr

And ▾

2nd search term

**Title XXV INCORPORATION AND REGULATION OF CERTAIN UTILITIES AND CARRIERS****Chapter 392**< > • **Effective - 28 Aug 2020, 2 histories** ↓

**392.020. Articles, where filed — powers when incorporated.** — 1. The original articles of association shall be recorded in the office of the recorder of deeds of the county in which the corporation is to be located, and then be filed in the office of the secretary of state, who shall carefully preserve the same in his office, and thereupon the subscribers and the persons who, from time to time, shall become stockholders in such company, and their successors, shall be a body politic and corporate, by the name stated in such articles of association, and shall have power to construct, own, operate and maintain lines of telephone and magnetic telegraph between such points as they may from time to time determine, and to make such reasonable charges for the use of the same as they may establish; and shall have power to lease or attach to their lines other telephone or telegraph lines by lease or purchase; and meetings of the stockholders or of the directors of such corporation may be held for the transaction of business as well without as within this state.

2. A copy of the articles of association, certified by the secretary of state or his deputy, under the seal of the state, shall be prima facie evidence of the incorporation of such company, and of the facts stated therein. Any such company, through its board of directors, with the consent of the persons holding the larger amount in value of the stock, shall have power to reduce its capital stock to any amount not below the actual cost of construction, and in like manner and with like consent to increase the capital stock from time to time as in their judgment may be necessary, not exceeding an amount which, when fully paid up, shall be required for the business of the company, which consent shall be obtained in the manner prescribed by law.

3. Any corporation formed for the purpose of section 392.010, or operating under the provisions of subsection 1 of section 351.030, may amend the articles of association to include a statement referencing the corporation's operating designation as described in 26 U.S.C. Section 501(c)(12), as amended.

-----  
(RSMo 1939 § 5322, A.L. 2020 H.B. 1768)

Prior revisions: 1929 § 4917; 1919 § 10128; 1909 § 5322

---- end of effective 28 Aug 2020 ----

**use this link to bookmark section 392.020**

**Effective dates prior to 1940 may not be the actual effective date. See FAQ 'When do laws become effective?'**

**- All versions**

	Effective	End
<b>392.020</b>	8/28/2020	
<b>392.020</b>	8/28/1939	8/28/2020

Click here for the **Reorganization Act of 1974 - or - Concurrent Resolutions Having Force & Effect of Law**

In accordance with Section **3.090**, the language of statutory sections enacted during a legislative session are updated and available on this website on the effective date of such enacted statutory section.



► **Other Information**

► **Other Links**



**Missouri Senate**



**MO.gov**



**Missouri House**

**Errors / suggestions -**  
**WebMaster@LR.mo.gov**



**History and Fun Facts**

©Missouri Legislature, all rights reserved.



@10:17:09.1 65 :{( Δ ∞

► ≡ Revisor of Missouri



Words ▾

1st search term or section nr

And ▾

2nd search term

**Title XXV INCORPORATION AND REGULATION OF CERTAIN UTILITIES AND CARRIERS****Chapter 392****Effective - 28 Aug 1975**

**392.010. Telephone and telegraph corporations, by whom and how formed.** — Any number of persons, not less than five, being subscribers to the stock of any contemplated telephone or magnetic telegraph company, may be formed into a corporation for the purpose of constructing, owning, operating and maintaining lines of telephone or magnetic telegraph, upon complying with the following requirements: Whenever stock to the amount of not less than twenty thousand dollars shall have been subscribed for the purpose of forming a telegraph company, or five hundred dollars for the purpose of forming a telephone company, the subscribers to such stock shall elect such number of directors, not less than three nor more than twenty-one, as they may determine, and shall severally subscribe articles of association, which shall set forth the name of the corporation, the amount of the capital stock of the company, the number of directors, the amount of each share of stock, the number and names of the subscribers to the stock of the company, and the number of shares of stock taken by each subscriber, the location of the principal office or place of business of the company, and the names of its authorized agents thereat, which shall be verified by the affidavit of at least three of the subscribers thereto, and shall pay into the state treasury fifty dollars for the first fifty thousand dollars or less of its capital stock, and the further sum of five dollars for every additional ten thousand dollars thereof.

-----  
(RSMo 1939 § 5321, A.L. 1975 S.B. 89)

Prior revisions: 1929 § 4916; 1919 § 10127; 1909 § 3321

CROSS REFERENCE:

Organization under general corporation law, 351.030

---- end of effective **28 Aug 1975** ----

[use this link to bookmark section 392.010](#)

Click here for the [Reorganization Act of 1974 - or - Concurrent Resolutions Having Force & Effect of Law](#)

In accordance with Section [3.090](#), the language of statutory sections enacted during a legislative session are updated and available on this website on the effective date of such enacted statutory section.



► **Other Information**

## ► Other Links



**Missouri Senate**



**MO.gov**



**Missouri House**

**Errors / suggestions -  
WebMaster@LR.mo.gov**



**History and Fun Facts**

©Missouri Legislature, all rights reserved.



@10:21:23.4 33 :{( Δ ∞



## U. S. TREASURY DEPARTMENT

INTERNAL REVENUE SERVICE

DISTRICT DIRECTOR

St. Louis, Missouri 63101

July 13, 1966

IN REPLY REFER TO

Form L-179

A:R

StL:EO:66-184

Rock Port Telephone Company  
107 Opp Street  
Rock Port, Missouri 64482

I. R. CODE

SECTION 501(C) ( 12 )

ADDRESS INQUIRIES AND FILE RETURNS WITH  
DISTRICT DIRECTOR OF INTERNAL REVENUE

St. Louis, Missouri

ACCOUNTING PERIOD ENDING

June 30

Gentlemen:

On the basis of your stated purposes and the understanding that your operations will continue as evidenced to date or will conform to those proposed in your ruling application, we have concluded that you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above. Any changes in operations from those described, or in your character or purposes, must be reported immediately to your District Director for consideration of their effect upon your exempt status. You must also report any change in your name or address.

You are not required to file Federal income tax returns so long as you retain an exempt status, unless you are subject to the tax on unrelated business income imposed by section 511 of the Code, in which event you are required to file Form 990-T. You are required to file an information return, Form 990, annually on or before the 15th day of the fifth month after the close of your annual accounting period indicated above.

You are liable for the taxes imposed under the Federal Insurance Contributions Act (social security taxes); and for the tax imposed under the Federal Unemployment Tax Act if you have four or more individuals in your employ.

Any questions concerning excise, employment or other Federal taxes should be submitted to this office.

This is a determination letter.

You will lose your tax exempt status for any year in which the sum of the amounts received from members for the purpose of meeting losses and expenses is less than 85 percent of the total income. You are required to file an income tax return for each such year.

Very truly yours,

District Director



7780 Office Plaza Drive S.  
Suite 184  
West Des Moines, IA 50266-2337

Phone: 515.223.0159  
Fax: 515.223.5429  
www.kiesling.com

December 27, 2005

Attention: Ms. Admagarr  
Federal Communication Commission  
Revenue & Receivables Operations Group, Room 1A820  
445 12<sup>th</sup> Street, SW  
Washington, D.C. 20554

RE: Rock Port Telephone Company  
Documentation of non-profit exemption from regulatory fees – Call Sign: 801279

This letter is in response to your notice of December 15, 2005. You are correct in assuming that Rockport Telephone Company is a telecommunications carrier with interstate revenues reported on Form 499A. However, the company meets one of the exceptions for exemptions from the regulatory fee as a non-profit organization described in code section 501(c)12 of the Internal Revenue Code.

I am providing the following information in order to document the company's status as a non-profit organization exempt from paying the annual FCC regulatory fee.

A copy of the current IRS Determination Letter is enclosed.

A copy of the current articles of incorporation and bylaws are also enclosed. The bylaws follow the Department of Agriculture (RUS) suggested format for a cooperative (non-profit entities) involved in furnishing telephone service within a rural area. These governing documents provide additional support as to the company's non-profit status.

If you have any questions on this matter, the contact person for the company is:

Roger W. Jones  
Kiesling Associates LLP  
7780 Office Plaza Drive South, Suite 184  
West Des Moines, Iowa 50266

If you have any questions or need additional information, please let us know.

Very truly yours,

Roger W. Jones, CPA  
Partner

RWJ:jk  
Enclosures  
cc: Raymond Henagan, Rock Port Telephone Company