

MICE UG 40 Agenda

Time: Friday, March 11th at 3:00 PM Central

Location: Online

Google Meet: <https://meet.google.com/zgg-eevu-dxz>

In the event of serious problems, we will fall back to:

952-562-5400 passcode MICE (6423)

Agenda:

- Member Roll Call

- Minutes
 - Approval of Minutes from UG 39

- Reports
 - Financial Report
 - Board of Governors Report
 - New members
 - Express Data Solutions AS31834
 - WHCC AS11852
 - Disconnections
 - Pending
 - Data Stream AS54502
 - Minnesota Teen Challenge AS400316
 - Subspace AS32261
 - Insurance
 - Technical Committee Report
 - Switch to IXP Manager + arouteserver
 - Server Hardware Replacement (Richard)
 - IP Renumbering
 - It's a thing we need to do.

- Old/New Business
 - Bylaws Changes; see additional pages

- Adjourn

Bylaws Changes

Change 1: Quorum

Amend the first sentence of section 1.11 "Quorum" to insert the words, "the lesser of (i) ten (10) members entitled to vote or (ii)", such that it now reads:

Members representing the lesser of (i) ten (10) members entitled to vote or (ii) ten percent (10%) of the voting power of the membership interests entitled to vote at a meeting of the members are a quorum for the transaction of business.

Change 2: Affiliates

Amend section 1.1 "Membership Qualifications" to make the existing text subsection "(a)".

Amend section 1.1 (a) to insert the text, " of Governors of the Company (the "Board" or "Board of Governors")" after the first occurrence of "Board", such that it reads:

In order to qualify for membership, a member shall be: (i) an operator of an internet protocol network which has one or more direct, or approved indirect, connections to Midwest Internet Cooperative Exchange LLC's (the "Company") switches; or (ii) an operator of equipment providing approved indirect connections; or (iii) an operator of a colocation data center in which the Company's switches are located. A member may be elected by the membership or appointed to membership by the Board of Governors of the Company (the "Board" or "Board of Governors"). Members may have such other qualifications as the Board may prescribe by amendment to this Operating Agreement.

Add a subsection 1.1 (b) that reads:

Each member shall have an affirmative duty to disclose the identity each of its Affiliates that is a member of the Company. "Affiliate" means, with respect to any entity, (i) any other entity directly or indirectly controlling, controlled by, or under common control with such specified entity, or (ii) any other person or entity owning or controlling fifty percent (50%) or more of the outstanding voting securities of such entity. For purposes of the foregoing, the term "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as applied to any entity, means the possession, directly or indirectly, of the power to cause the direction of the management and policies of such entity, whether through the ownership of voting or other securities, by contract or otherwise. The Board may refuse to admit any entity that is an Affiliate of a member or may condition such admission on the acknowledgment that such entity and each of its Affiliates, will only have one member vote which may only be exercised by one of the affiliated members.

Amend section 1.16 "Resignation, Expulsion or Suspension of Members" to add a subsection (d) that reads:

Notwithstanding the foregoing, the Board may terminate the membership of one or more members who are Affiliates, such that such Affiliates shall only have one member vote. The intention of this provision is to prevent the concentration of voting power in members who are under common ownership or common control.

Change 3: Action Without a Meeting

Amend section 1.13 "Action Without a Meeting" to strike the first sentence, "Any action required or permitted to be taken at a meeting of the members may be taken by written action signed, or consented to by authenticated electronic communication, by all the members entitled to vote on such action."

Change 4: Removal of Board Members

Amend section 2.11 to add a subsection (c) which reads:

Any notice to governors given by the Company or the Board by a form of electronic communication consented to by the governor to whom the notice is given is effective when given. The notice is deemed given by:

- (i) facsimile communication, when directed to a telephone number at which the governor has consented to receive notice;
- (ii) electronic mail, when directed to an electronic mail address at which the governor has consented to receive notice;
- (iii) a posting on an electronic network on which the governor has consented to receive notice, together with separate notice to the governor of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and
- (iv) any other form of electronic communication by which the governor has consented to receive notice, when directed to the governor.

Consent by a governor to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Company and the Board is entitled to rely on any consent so given until revoked by such governor, provided that no revocation affects the validity of any notice given before receipt by the Company or the Board of revocation of the consent.

Replace the contents of section 2.17 "Removal of Governors" entirety with:

(a) Removal for Cause or Disability by the Governors. The Board may remove a governor for Cause or Disability by the unanimous vote of the governors, excluding the governor to be removed (the "Voting Governors"). "Cause" shall exist if the Voting Governors determine in good faith that the governor to be removed (i) has failed to discharge his, her, or their duties as governor in good faith, (ii) has breached his, her, or their fiduciary duties to the Company or its members, (iii) has committed theft, embezzlement or conversion of Company property, (iv) has engaged in any illegal activity or fraud in connection with the Company, (v) has been convicted of a felony or other crime involving moral turpitude, while a governor; (vi) has engaged in a conflict of interest without complying with Section 5.1 and 5.2 of this operating agreement or (vii) has engaged in acts or omissions which the Board reasonably deems to be materially damaging to the name, reputation, or business of the Company or which could jeopardize the good will or relationship with its member or other persons and entities important to its mission. "Disability" a physical or mental impairment which prevents the governor from performing his, her, or their duties as a governor for a period of not less than 6 months. The Board shall send a written notice to the removed governor stating the basis for their removal under this Section 2.17(a), within three (3) business days following a Board vote removing a such governor.

(b) Retention Vote by Members. In the event the Board has removed a governor solely for the reasons stated in Section 2.17(a)(i) or (vii) (and not for any other reason constituting Cause or Disability), the removed governor within ten (10) business days following the dispatch of the notice of removal may provide a notice of disagreement with such removal and a request to submit such matters to the vote of the Members. The Board shall call a meeting of the Members to vote on the retention of such governor to be held within 30 days. Prior to such meeting, the governor shall continue to be removed subject to later reinstatement by the Members by affirmative vote. If the governor is not reinstated by affirmative vote, the position shall be filled by a vote of the Members. If notice by the removed governor is not given within ten (10) business days, the removed governor shall have waived his or her right to challenge the removal. No governor shall have the right to appeal or challenge a removal by the Board under Section 2.17(a), except as expressly set forth in this Section 2.17(b)

(c) Removal by Members. Any one or all of the governors may be removed at any time, with or without cause, by the affirmative vote of a majority of the voting power of all membership interests entitled to vote at an election of governors.