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# CONSTITUTION

and

# BY-LAWS

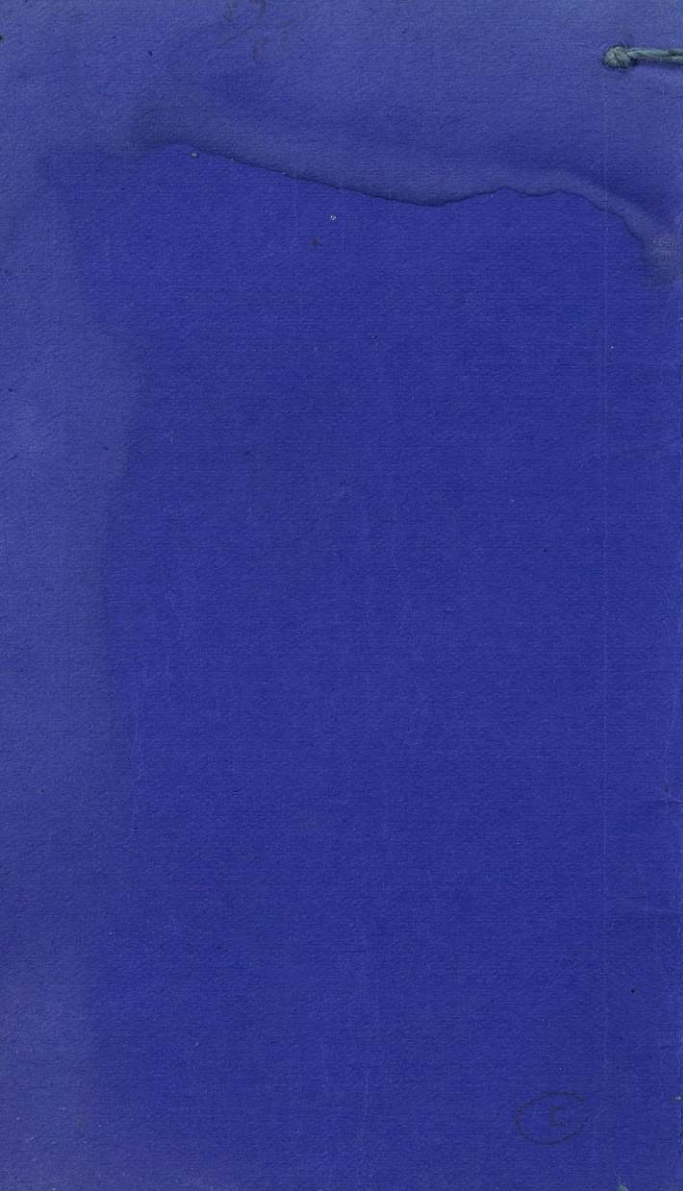
of the

FARMERS MUTUAL TELE-  
PHONE CO.

OF WEST VIRGINIA.



1908



*These Laws are  
changed in Part.*

# Constitution and By-Laws

of the

## Farmers Mutual Telephone Co.

of West Virginia.

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SECTION 1. This Company shall be known as The Farmers Mutual Telephone Company of W. Va. It shall be a joint stock company, incorporated under the laws of the State of West Virginia. The principal office of this Company shall be in the village of Cameron, Marshall County, West Virginia, and a branch office is hereby established at Wolf Run post office, Glen Easton in said Marshall County, and at such other place or places as the Board of Directors may think proper.

### OBJECT OF COMPANY.

SECTION 2. For the purpose of constituting leasing, maintaining and operating a system of telephone and telegraph lines between, in and throughout the county of Marshall, and along the streets and alleys of any and all the cities, towns and villages of said county; and along the public roads and highways between, in and throughout said county in the State of West Virginia, and to use and oper-

ate the said telephone and telegraph lines, and receive and transmit messages thereon, for the mutual benefit of its members, and for hire; and to hire to others the privilege of using the same. And to carry on a general telephone business in the said county of Marshall, West Virginia, with all the privileges necessary and convenient for the carrying on of said telephone and telegraph business.

### CAPITAL STOCK.

SECTION 3. The capital stock of this company shall be Ten Thousand Dollars, divided into Five Hundred shares of the par value of Twenty Dollars each. The stock shall be common, fully paid and assessable.

### CORPORATE SEAL.

SECTION 4. The Seal of this Corporation shall be a round disk, consisting of an outer circle and having in its circumference the words Farmers Mutual Telephone Company of W. Va. 1905, and an inner circle having within the circle the words Corporate Seal.

### ELECTION OF DIRECTORS.

SECTION 5. The Company shall consist of one General Organization of all the stock holders and shares of not less than 4, nor more than twenty five in the country, shall be a local organization, with a designating name and number. Each Local Organization shall have one director who shall be a stock

holder in the General Organization, and who shall fully represent the Local Organization at all meetings of the Company, and such director shall be one of the Board of Directors of the General Organization.

### LOCAL ORGANIZATIONS.

SECTION 6. The Local Organizations shall consist of not less than four, nor more than twenty-five stockholders, and they shall form an organization and make their own constitution and by-laws, subject to and a part of the constitution and by-laws of the General Organization. But nothing in the Local Organization's constitutions and by-laws shall conflict in any manner with the constitution and by-laws of the General Organization.

### KEEPING UP THE LOCAL LINES

SECTION 7. All lines built and admitted into the General Organization, including the right of way poles, fixtures, wire and extension bells and phones at the switch boards, shall be and remain the property in trust of the Local Organization who have built and installed them and the Local Organization shall keep the same in repair, but shall never refuse the General Organization the right to use the same for transmission of messages and the right to put other wires and fixtures on the poles, or to make other extensions.

## EXCHANGE OF SERVICE.

SECTION 8. The Local Organizations may make arrangements with other lines for exchange of service on their particular lines, subject to the rules prescribed by the Directors concerning switchboards, but no Local Organization shall sell or rent any drop in any switch board to any incorporated company or organization not a member of this Company.

## EXCHANGE OF STOCK AND ASSESSMENTS

SECTION 9. The stock in the Local Organization shall be taken in payment for the stock in the General Organization by the payment of one dollar on each share of stock. Each stockholder shall pay his switch dues, and if necessary, an assessment of not more than one dollar per year, after the first assessment. The first assessment and those following, which shall not exceed one dollar per year, shall be used for centralization and extension purposes, and the maintenance of the General Organization.

## REFUSAL TO EXCHANGE STOCK.

SECTION 10. Any stockholder in the local Organization, who shall refuse to accept any receipt for the Company's stock in exchange for his Local Organization's stock, shall not have the protection of the General and Local Organizations at Law.

## NO. OF SHARES OWNED

SECTION 17. No stockholder or corporation or partnership shall own more than three shares of stock in their, or any Local Organizations Company, and such stockholder shall have one vote for each share of stock owned, and shall be entitled to one phone on his line for each share of stock owned, and no stock holder or Local Organization shall be allowed to rent phones for private gain, unless by the consent of the Board of Directors.

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## ARTICLE 2.

### DIRECTORS MEETING

SECTION 1. The Directors of the General Organization consisting of one director from each Local Organization, shall meet annually on the first Saturday in October in each year, and as often thereafter as necessary, and at their first meeting shall elect from their number a President, Vice President, Secretary, Treasurer, and four Executive Committeemen, who, with the President, shall form the Executive Committee of the Board of Directors.

### DUTIES OF DIRECTORS

SECTION 2. The Directors shall have general control of the Company's business. They shall contract for franchises from

counties, cities, towns and villages, and for right of way over private property. They shall make constitution and by-laws for the board of directors and shall provide for a general system of telephone communication, and shall have control of switch boards and switch board fees, and for the admission of other Local Organizations into the Company and may contract with other Company's for exchange of service.

### FOR CITY SERVICE

SECTION 3. The Directors, with the advice of the Company's Attorney, may prepare plans for the establishment of exchanges in cities, towns, and same, so far as possible, shall be made self-sustaining, and shall always remain under the control of the Directors of this Company. The subscribers to such exchanges shall not be entitled to representation on the Board of Directors.

### DIRECTORS CALL MEETING

SECTION 4. The Directors, or a majority of them, may call a meeting of the Board of Directors any time, and a majority of all the Directors shall constitute a quorum to do business, and if a majority of the Board of Directors think proper, they may call a meeting of all the stockholders at any time. Notice of such meetings may be given in person, or by mail, addressed to the last known address of the Director or Stockholder at



least five days before the time fixed for such meeting, or such notice may be published, as required by law.

## DUTIES OF OFFICERS

### PRESIDENT.

SECTION 5. The President shall preside at all meetings of the board of Directors, shall enforce order, and decorum among the members, shall sign all certificate of stock contracts and orders approved by the Directors, and cause the Company's seal to be affixed thereon, shall draw on the Treasurer for all bills approved for payment, shall in case of a tie give the casting vote, and enforce the provisions of the constitution and by-laws.

### VICE-PRESIDENT.

SECTION 6. The Vice-President shall, in absence of the President, preside at meetings and, when so presiding, shall have all the powers and perform all the duties of the President.

### SECRETARY

SECTION 7. The Secretary shall, in a book provided for the purpose, keep a correct record of all local Organizations, and the names and addresses of all stockholders, shall collect and credit all assessments, dues and fines due the company; giving proper re-

ceipts therefor, and shall turn all money over to the Treasurer, taking his receipt therefor, and keep a correct record of all stock issued and re-issued by the Company, and keep a clear minute record of all proceedings and meetings, which shall be read the next succeeding meeting, for approval. Shall take a bond from the treasurer, the amount of bond and surety to be fixed and approved by the Executive Committee, shall keep such bond, and all papers belonging to the Company, shall do the corresponding for the Company, and perform such other duties as belong to his office, and upon ceasing to act as such officer, shall turn over all books and papers belonging to his office, and the Company to his successor in office.

### TREASURER

SECTION 8. The Treasurer shall before entering upon the discharge of the duties of his office, execute and file his bond with the Directors; shall in a book provided for the purpose, keep an accurate account of all money received from all sources, and amounts of money paid out, shall receipt to the Secretary for all money received and paid over to him, shall pay out money on orders signed and sealed by the President and Secretary; and shall keep his book in such manner as to be able at any time to give a correct financial report of the Company's standing and business, and upon ceasing to

act as such officer, shall turn over all money, books and papers belonging to his office and the Company, to his successor in office.

### EXECUTIVE COMMITTEE

SECTION 9. The Executive Committee, under the Board of Directors, shall have general supervision over the business of the Company, shall enforce the provisions of this constitution and by-laws, shall impose fines and penalties for violation thereof, shall hear and determine matters of dispute between Local Organizations and stockholders, and between different Local Organizations.

### EXECUTIVE COMMITTEE'S REPORT

SECTION 10. The Executive Committee shall report to the Board of Directors at each meeting, and any stockholder aggrieved by any action taken by the Executive Committee, may bring his or their grievance before the Board of Directors, and the Director's decision shall be final.

### REMOVAL OF OFFICERS

SECTION 11. Any members of the Executive Committee may be removed from office by a majority vote of the directors present at any meeting, and a new one elected, and other officers failing to perform any of the duties required of him, or otherwise acting in bad faith, may be removed from office by a majority vote of the directors pres-

ent at any meeting, the officer having had ten days notice in writing of the charges against him, and the intention to vote on them.

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### ARTICLE 3

#### BOOKS TO WHOM OPEN

SECTION 1. The books of the Secretary and Treasurer shall always be open for inspection by the Directors, or any member of the Board of Directors.

#### DIRECTOR. ANNUAL REPORT TO LOCAL.

SECTION 2. The Director shall report to his Local Organization, at its annual meeting the financial condition, and a complete statement of the General Organization's affairs; said report to state the amount of money collected from all sources, and the amount of money paid out, the number of miles of line; the number of stockholders; the number of parties renting 'phones; the amount of money due the Company from all sources; the amount of money owed by the Company, and any other matters of general or local interest.

#### DIRECTOR'S REPORT OF LOCAL TO GENERAL ORGANIZATION

SECTION 3. The Director of each local

Organization shall annually, before the annual meeting of the Board of Directors of the General Organization, take stock of the Local Organization, lines, poles, fixtures and switchboard, and hold the same in readiness for report to the General Organization.

#### PRICE OF LOCAL STOCK

SECTION 4. Each Local Organization shall, prior to the Annual meeting of the Board of Directors of this Company, hold a meeting for the purpose of electing a Director to the General Organization, and hearing the report from the General Organization, and affixing a value on their stock, and any stockholder in such Local Organization desiring to sell or transfer his stock, shall first offer it to the Local Organization to which he belongs, at the price so affixed.

#### DIRECTORS TO RECEIVE PAY

SECTION 5. The Secretary and Treasurer shall be paid such sums as the Board of Directors shall direct.

#### SALE OF STOCK AND PROPERTY OF THIS COMPANY.

SECTION 7. The Company stock and property shall not be sold or conveyed unless by a vote of three-fourths of all the stockholders in the General Organization.

## BY-LAWS

SECTION 1. The Board of Directors shall cause all Local Organizations, and those admitted to this Company, to adopt a constitution and by-laws, making same subject to, and a part of, this constitution and by-laws, with a designating name and number, said number shall be selected by the Executive Committee, each Local Organization to secure their own right of way over and through the property of their stock holders, for the erection and maintenance of their lines and each Local Organization shall furnish the Secretary of this Company, properly signed and acknowledged grant of right of way, drawn in the name of the Local Organization as a Local Organization, in the Farmers Mutual Telephone Company of W. Va., granting a right of way for the erection and maintenance of the Local Organization's telephone lines over and through all property of those not stockholders in the said Local Organizations. Such right of way shall be recorded by the Secretary of this Company, in a book kept for the purpose and the right of way filed.

## SECTION 2

It shall be the duty of the secretary of the general company to make up a list of all the stockholders, holding certificates of stock in the general company, from the re-

ports of the secretaries of the subordinate companies, stating the name, number of shares of stock held by each, and this list shall be deemed and held as correct, and as a basis to govern the annual meetings of the stockholders, or any special meeting thereof, and a majority of this list of stock present in person, or by proxy, shall constitute a quorum.

SECTION 3. The Board of Directors shall have the power to do, or cause to be done, all things that are proper to be done by the corporation.

As soon as may be after the election, the board of directors shall choose one of its own body president and another vice president of the corporation, who shall act as such until their successors are qualified, without ceasing, however, to be members of the board.

The board of directors may, subject to the provisions of law, appoint such officers and agents of the corporation as they may deem proper, and also an executive committee from their own number, and may prescribe the duties and compensation of such, but there shall be no compensation for services rendered by the president or any director as such, unless it be allowed or authorized by the stockholders. The officers and agents so appointed shall hold their places during the pleasure of the board, and shall be required to give bonds payable to the corporation in such

penalties and with such conditions and security as the board may direct and approve.

The Board of Directors, in the exercise of their powers, shall be subject to such by-laws and regulations, not inconsistent with the law of this State, as the stockholders may pass from time to time, in general meeting.

The board of directors shall cause regular and correct books of account to be kept, and to be settled and balanced, once at least, every six months.

At the annual meeting of the stockholders, to be held on the first Saturday of October 1908, and at each succeeding annual meeting thereafter, there shall be elected by ballot, a Board of Directors consisting of one stockholder in good standing from each subordinate company. Such meeting shall be held at the place fixed by the by-laws for such meeting; or if no place be fixed by by-laws, then at the principal office of the corporation.

SECTION 4. It shall be the duty of the secretary of each subordinate company, of the general company, to report to the secretary of the general company, on or before the 30th day of September 1908, a list of the names of all the stockholders in his subordinate company, and the number of shares of stock held by each stockholder at the time, distinguishing between those holding certificates of stock issued by the general company,



and those not holding said certificates of stock.

Said report shall be revised and corrected by the secretary of each subordinate company, and the same reported not later than the 30th day of September, of each year to the secretary of the general company.

SECTION 5. Thirty days preceding each Annual meeting of the stockholders of the Farmers' Mutual Telephone Co., of W. Va., the subordinate companies or the sub-divisions of the General Co., shall meet at some convenient place in or close to the said sub-division, and elect one of their number as a representative of said sub-division, who shall attend the Annual Meeting of the general company, and any especial meeting of the same, and shall represent said sub company's stock in full, or such part thereof as may be delegated to him by the various members thereof, by proxy or proxies properly made and certified to and signed either as individuals or collectively, and said subordinate company's stock shall be deemed, held and construed as being represented as fully as if represented in person, but nothing herein contained shall be construed to deprive any legal stockholder from voting his or her shares of stock at any stockholders meeting, either in person or by proxy.

SECTION 6. Should any Local Organization's lines or switch not give good and

ready service to the General and Local Organizations, for any cause or fault of lines, or switch or private telephone boxes, said Local Organizations, or the owner of such private phone, shall make repair, or disconnect such private phone from the line (until such phone is repaired) on one day's notice, given by the President or Secretary of this Company. On failure to make such repair or disconnection, the President or Secretary of this Company shall cause the same to be made at the expense of the Local Organization's, or the stockholder causing the trouble.

SECTION 7. Any stockholder having a phone or phones in this Company shall be held responsible for any inharmonious conduct, or disobedience of rules, or for any unbecoming conversation, blowing, whistling, or any interruption of conversation in any manner whatever, through or by use of his telephone.

SECTION 8. Each stockholder, his family, and those temporarily residing in his house, as guest or hired help, shall have the free use of all the Company's lines and connections, subject to the following rules:

Persons wanting to use the line shall take down the receiver to see the line is not in use before ringing and shall ring off when conversation is over.

Business shall have preference; no person shall use the line for more than five consecutive minutes, when someone else is wanting the same.

SECTION 9. All switchboard operators shall attend and keep open such switchboard at such times and hours as the Board of Directors shall prescribe.

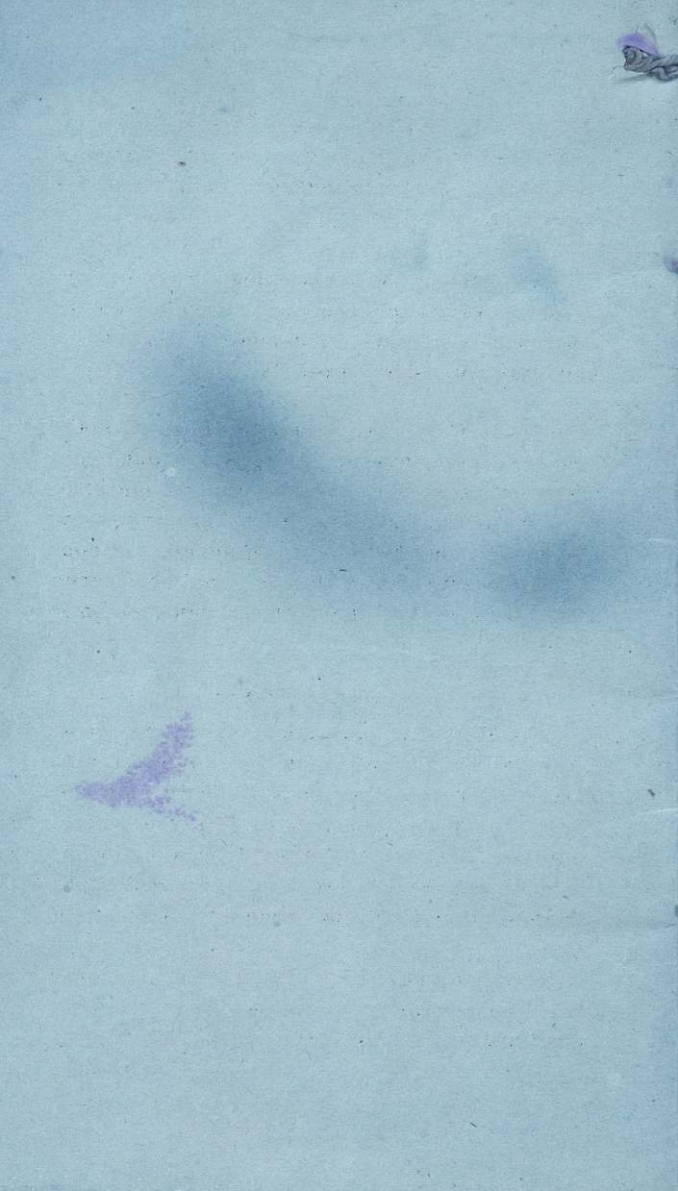
SECTION 10. The Director of any Local Organization may act by proxy through any stockholder in his Local Organization, and on failure of any director, or his proxy, to attend all meetings of this Company, without a just excuse, such Director shall be fined such sums as the Executive Committee shall direct.

#### AMENDMENTS

SECTION 11. Amendments of this constitution and bylaws may be prepared by a Director or the Directors, and shall be reduced to writing and read at two consecutive meetings, and when ratified by a majority vote of all the stockholders, the same shall become a part of this constitution and by-laws.

By a majority vote of the stockholders, this constitution and by-laws, were adopted at Cameron,, W. Va., October 3rd, 1908.

John J. Lutes, Chairman,  
G. B. Games, Secretary.



R. G. Dakin President  
J. M. C. C. Secretary  
O. N. Stewart, a Pres.  
J. G. L. L. L. L.

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By Proxy





