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**BY-LAWS**

**OF**

**ATLANTIC STATES TELEPHONE  
ANSWERING ASSOCIATION, INC.**

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## **ARTICLE I**

### **NAME**

The name of the organization shall be Atlantic States Telephone Answering Association, Inc. (the “Corporation” or “ASTAA”). It shall operate on a non-profit basis.

## **ARTICLE II**

### **PURPOSES**

It shall be the purpose of this organization to promote the welfare of the telephone answering industry through encouragement and the maintenance of the high standards of ethics and service; to facilitate the exchange of information and the rendering of mutual aid and assistance; to represent the industry before governmental agencies and the serving telephone companies; and to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The Association shall do anything necessary and proper for the accomplishment of any objectives herein set forth or which shall be consistent with the public interest, as well as the interest of this industry and trade.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 1 – Definitions**

**QUALIFIED TELEMESSAGING SERVICE ORGANIZATION (“QTSO”)** – A business organization whose principal business or substantial portion of whose business is the rendition to the public at large of commercial telemessaging service.

AUXILIARY MEMBERS – Those organizations or individuals sharing common interests with and desiring to support and promote the purpose of the Association, including but not limited to those organizations or individuals engaged in selling or providing products or services to the QTSO members of ASTAA, shall be eligible to become Auxiliary Members of the Association.

## **Section 2 – Eligibility Requirements**

Only qualified telemessaging service organizations and Auxiliary Members which agree, as a condition of membership to abide by its Code of Ethics shall be eligible for membership in the Corporation.

An Auxiliary Member that also operates a QTSO shall enroll that QTSO as a member of ASTAA, as applicable, as a continuing condition of Auxiliary membership.

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

Auxiliary Members do not have the right to vote nor can they serve on the Board of Directors.

## **Section 3 – Manner of Application**

Application for membership shall be submitted to the Atlantic States Telephone Answering Association in writing. The Board of Directors of ASTAA has the final authority for review and approval of all membership applications or status.

## **Section 4 –Forfeiture of Membership**

Failure of any member to pay dues or assessments within sixty (60) days after due date shall automatically result in a forfeiture of membership.

The membership privileges of any member shall be suspended in ASTAA for conduct which is inconsistent with the purposes of the Corporation as expressed in Article II and the Code of Ethics. Such cancellation procedures may be invoked only by a member, members, client or regulatory organizations who file an original statement of

charges in support of request for membership cancellation with the Secretary of the Corporation by registered mail or in person, specifying particularly the actions or conduct which allege to warrant the proposed cancellation.

The Secretary shall immediately advise the President and shall promptly mail or deliver the statement to the Board of Directors. The Board of Directors shall make no findings as to the truth of the allegations in the statement of charges, but shall determine only whether good cause has been shown for a hearing.

If good cause for a hearing has been shown, the Board of Directors shall fix a time and place for the hearing and shall afford the member charged not less than 20 days notice of the time and place of such hearing. Said member shall have the right to be present and to answer and defend against the charges. The party bringing the charges must appear at the hearing to present evidence of the truth thereof and must consent to be cross examined by the accused party.

Failure of accuser to appear shall cause the charges to be dropped. Failure of the accused to appear shall allow the Board of Directors to make a decision based upon the information available to them.

Any decision of the Board of Directors to expel a member will require a two thirds majority vote of the Board.

## **Section 5 – General Right to Vote; Proxies**

Each QTSO shall have one (1) vote.

A QTSO not in attendance may designate a fellow member or member of the board for the purposes of voting. Proxies shall be revocable at the pleasure of the QTSO executing same, unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

*Rationale: This method of voting is not currently being followed and is unduly cumbersome. All members are treated equally regardless of size or state(s) of operation. With the advances in technology and the availability of cost effective telecommunications infrastructure many members serve clients outside of the local area, and across state lines.*

## **Section 6 – List of Members**

At each meeting of members, a full, true and complete list shall be furnished by the Secretary of all members entitled to vote at such meeting. This list is to be certified by the Secretary of the Corporation.

# **ARTICLE IV**

## **MEETINGS**

### **Section 1 – Annual Meeting**

The Corporation shall hold an annual meeting of its members to elect directors and transact any other business within its powers, either on the second Thursday of October in each year if not a legal holiday, or at such other time as shall be set by the Board of Directors. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

### **Section 2 – Special Meeting**

At any time in the interval between annual meetings, a special meeting of the members may be called by the President or by a majority of the Board of Directors by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting, and must be called upon written request of ten (10) members to the Secretary of the Corporation.

### **Section 3 – Place of Meetings**

Meetings of members shall be held at such place as is set from time to time by the Board of Directors.

### **Section 4 – Notice of Meetings; Waiver of Notice**

Not less than ten (10) nor more than ninety (90) days before each meeting of the members of the Corporation, the Secretary shall give written notice of the meeting to

each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute or by these By-Laws, the purpose of the meeting. Notice is given to a member when it is personally delivered to the member's usual place of business, mailed, e-mailed or faxed to the member at its address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each member who is entitled to notice waives notice if before or after the meeting it's authorized voting representative signs a waiver of the notice which is filed with the records of membership meetings, or is present at the meeting in person or by proxy. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

### **Section 5 – Quorum; Voting**

Unless statute or the Charter provides otherwise, at a meeting of members the presence in person or by proxy of the voting representatives of the members entitled to cast votes at the meeting constitutes a quorum, and a majority of all the votes cast at a meeting is sufficient to approve any matter which properly comes before the meeting.

### **Section 6 – Conduct of Voting**

At all meetings of members, unless the voting is conducted by judges, the proxies and ballots shall be received, and all questions touching the qualification of voting representatives and the validity of proxies and the acceptance or rejection of votes shall be decided by the chairman of the meeting. If demanded by the voting representatives present in person or by proxy of members entitled to cast ten percent (10%) in number of votes entitled to be cast, or if ordered by the chairman, the vote upon any election or question shall be taken by ballot and, upon like demand or order, the voting shall be conducted by two inspectors, in which event the voting representatives and the validity of proxies and the acceptance or rejection of votes shall be decided by such inspectors. Unless so demanded or ordered, no vote need be by ballot and voting need not be conducted by inspectors. The members at any meeting may choose an inspector or inspectors to act at such meeting, and in default of such election the chairman of the meeting may appoint an inspector or inspectors. No candidate for election as a director at a meeting shall serve as an inspector thereat.

## **Section 7 – Informal Action by Members**

Any action required or permitted to be taken at a meeting of members may be taken without a meeting if there is filed with the records of membership meeting an unanimous written consent which sets forth the action and is signed by the voting representative of each member entitled to vote on the matter and written waiver of any right to dissent signed by the voting representative of each member entitled to notice of the meeting but not entitled to vote at it.

# **ARTICLE V**

## **DIRECTORS**

### **Section 1 – Function of Directors**

The management of the operations and affairs of the Corporation shall be vested in a Board of Directors elected from the membership of each state. All powers of the Corporation may be exercised by and under authority of the Board of Directors. The Corporation shall have a total of no less than 5 and not more than 9 directors. The Board of Directors may adjust the number of directors at the annual meeting each year.

### **Section 2 – State Representation**

Each state will be represented where possible by a minimum of 1 director. When such representation is not possible, that state's director maybe elected from the membership at large.

### **Section 3 – Election and Tenure of Directors**

Each director shall be elected for a three (3) year term. At each annual meeting of the Corporation, a majority of members present and voting shall elect directors to replace those whose terms have expired as provided herein and any directorships newly created by the Board of Directors.

#### **Section 4 – Removal of Director**

1. The members of the Corporation may remove any director, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of directors.
2. Any Director who, without being excused by the Board of Directors, shall be absent from two (2) consecutive meetings of the Board, shall be automatically removed from office and a successor may be appointed by the Board to fulfill the Directors unexpired term of office pursuant to Article 5 Section 5 of these by-laws.

#### **Section 5 – Vacancy on the Board**

The members at large may elect a successor to fill a vacancy on the Board of Directors, which results from the removal of a director. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of directors. A majority of the entire Board of Directors may fill a vacancy, which results from an increase in the number of directors. A director elected by the Board of Directors to fill a vacancy serves until the next annual meeting of members and until his successor is elected and qualifies. In the event that a director is so elected to fill a vacancy that occurs in the first two years of the three-year term of a director, the members shall, at the next annual meeting of members following the occurrence of such vacancy, elect a director to serve during the balance of such three-year term and until his successor is elected and qualifies in accordance with the provisions of Article 5 Section 3 of these by-laws. A director elected by the members to fill a vacancy that results from the removal of a director, serves for the balance of the term of the removed director.

#### **Section 6 – Regular Meetings**

After each meeting of members at which a Board of Directors shall have been elected, the Board of Directors so elected shall meet as soon as practical for the purpose of organization and the transaction of their business; and in the event that no other time is designated by the members, the Board of Directors shall meet one hour after the time for such membership meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place in or out of the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Directors for such first



regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of members. No notice of such first meeting shall be necessary if held as herein above provided. Any other regular meeting of the Board of Directors shall be held on such date and at any place in or out of the State of Maryland as may be designated from time to time by the Board of Directors.

### **Section 7 – Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President, and must be called by the President at the written request of three (3) directors with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place in or out of the State of Maryland as may be designated from time to time by the Board of Directors. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

### **Section 8 – Notice of Meeting**

The Secretary of the Corporation or their designee shall give notice to each director of each meeting of the Board of directors. The notice shall state the time and the place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by fax, email, or telephone, at least twenty-four (24) hours before the time of the meeting, or in the alternative, by mail to his address as it shall appear on the records of the Corporation, at least seventy-two (72) hours before the time of the meeting. Unless these By-Laws or a resolution of the Board of Directors provides otherwise, the notice need not state the business to be transacted at or the purpose of any annual, regular, or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any adjourned meeting other than by announcement.

### **Section 9 – Action by Directors**

Unless statute or the Charter or By-Laws require a greater proportion, the action of a majority of the directors present at the meeting at which a quorum is present is action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, in the absence of a quorum; the directors present

by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

### **Section 10 – Meeting by Conference Telephone**

Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in the meeting by these means constitutes presence in person at the meeting.

### **Section 11 – Compensation**

The directors of the Corporation shall serve without compensation.

### **Section 12 – Indemnification of Directors**

The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now and hereafter in force, including the advantage of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent; provided, however, that such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (c)(6) of the Internal Revenue Code of 19545 (or the corresponding provisions of any future United States internal Revenue Law,)

### **Section 13 – Quorum**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum be not present, a less number may adjourn the meeting to a later time or date, not more than 10 days later. No additional notice will be required.

## **ARTICLE VI**

### **OFFICERS**

#### **Section 1 – Executive Officers**

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be directors of the Corporation. It may also have one or more Assistant Secretaries or Treasurers. A person may hold more than one office in the Corporation except the offices of President, Vice-President, Secretary and Treasurer of the Corporation.

The Board of Directors immediately following the election of Directors at the annual meeting of the Association shall elect officers from the membership of the board. They shall hold office for one (1) year, or until their successors are duly elected and installed, If his term as Director does not continue, the immediate past president will serve on the Board as a non-voting member (except in case of a tie vote) for a one year term.

#### **Section 2 – President**

The President shall serve as Chairman of the Board of Directors and shall preside at all meetings of the members of the Corporation and of the Board of Directors at which he shall be present; he shall have general charge and supervision on the assets and affairs of the Corporation; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and in general, he shall perform all duties incident to the office of a president of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors.

#### **Section 3 – Vice President**

The Vice President, at the request of the President or in his absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If the office of President becomes vacant, the Vice President shall succeed to that office. The Vice President shall have such other powers and perform such other duties, and have such additional descriptive

designations (if any) in his title, as are from time to time assigned to him by the Board of Directors or the President.

#### **Section 4 – Secretary**

The Secretary shall be responsible to record the minutes of all meetings of the Corporation and the Board of Directors, receive and care for all records, papers and other documents pertaining to the Corporation. They shall perform all other duties and functions incident to the office of Secretary and such other duties as are from time to time assigned to them by the Board of Directors or the President.

#### **Section 5 – Treasurer**

The Treasurer shall be responsible to receive and properly account for all funds of the Corporation, keep proper record of all receipts and expenditures and render a complete financial report at the annual meeting of members and such additional financial reports as may be requested by the Board of Directors. They shall deposit all funds of the Corporation with a recognized banking institution under the name of the Corporation. They shall pay all bills and other obligations contracted in the name of the Corporation by check only. They may be required to give bond in such amounts as may be directed by the Board of Directors, the cost of which shall be paid by the Corporation. They shall render to the President and to the Board of Directors, whenever requested, and account of the financial condition of the Corporation; and, in general, they shall perform all the duties incident to the office of a treasurer of a corporation, in such other duties as are from time to time assigned to them by the Board of Directors or the President.

#### **Section 6 – Executive Director**

The Board of Directors, at its discretion, may employ an Executive Director and/or other staff assistants on a part-time or full-time basis and assign them such duties and responsibilities as may be deemed necessary for proper and effective direction of the affairs of the Corporation. The Board of Directors may also at its discretion employ such professional assistance and counsel as the affairs of the Corporation may require. Each Executive Director and/ or other staff assistants shall hold office for such period and perform such duties as the Board of Directors or the President may prescribe. If the Board of Directors in its judgment finds that the best interests of the Corporation will be served, it may remove the Executive Director or any staff assistant of the Corporation. The removal of the Executive Director or any staff assistant does not prejudice any of their

contract rights. The Board of Directors (or any committee or officer authorized by the Board of Directors) may fill a vacancy in any office of the unexpired portion of the term.

## **ARTICLE VII**

### **COMMITTEES**

#### **Section 1 –Committees**

The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two (2) or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to recommend to the members any action which requires membership approval.

In addition, the President shall appoint a nominating committee to be composed of three (3) or more members. It shall be the responsibility of this committee to solicit nominations from the membership at least 60 days prior to the annual meeting and to present a slate of candidates for vacancies, which shall occur among the directors of the Corporation. The slate of candidates shall consist of any member in good standing, nominated by any other member in good standing, who has given written evidence of willingness to serve. Such slate shall be mailed to the total membership as well as appropriate ballots at least thirty (30) days prior to the meeting of members.

Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall act as a committee. The members of a committee present at a meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Article V, Section 9.

## **ARTICLE VIII**

### **FINANCE**

#### **Section 1 –Checks, Drafts, Etc.**

All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation in excess of one thousand dollars (\$1,000), shall, unless otherwise provided by resolution of the Board of Directors, be signed and countersigned by any two officers of the Corporation; provided, however, that a person who holds more than one office in the Corporation may not act in more than one capacity to sign or countersign an instrument.

#### **Section 2 – Dues and Assessments**

The Board of Directors shall recommend dues and assessments subject to the approval of the membership. When the Board of Directors shall recommend changes in the dues and assessments, notice of such recommendation shall be provided in accordance with Article IV, Section 4 of these By-Laws to all members entitled to such notice prior to the meeting of members at which the recommended changes shall be voted upon.

#### **Section 3 – Annual Statement of Affairs**

There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding year. The statement of affairs shall be submitted at the annual meeting of the members and, within twenty (20) days after the meeting, placed on file at the Corporations principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary by-law adopted by the Board of Directors. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

#### **Section 4 – Fiscal Year**

The fiscal year of the Corporation shall be the twelve calendar months period ending June 30<sup>th</sup> in each year, unless otherwise provided by the Board of Directors.

## **ARTICLE IX**

### **SUNDRY PROVISIONS**

#### **Section 1 – Books and Records**

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its members and Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporations may be in written form or in any other form for visual inspection. Minutes will be recorded in written form but may be maintained in the form of a reproduction.

#### **Section 2 – Corporate Seal**

The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

#### **Section 3 – Bonds**

The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

#### **Section 4 – Voting Upon Shares in Other Corporations**

Stock of other corporations or associations, registered in the name of the Corporation may be voted by the President, Vice President, or a proxy appointed by either of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitle to vote such shares upon the production of a certified copy of such resolution.

#### **Section5 –Mail**

Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mails, postage prepaid; provided, however, that any notice or other document which is required by these By-Laws to be mailed she be

deemed to have been properly delivered if it actually received by the party to whom it is directed

## **Section 6 – Execution of Documents**

A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

## **Section 7 – Code of Ethics**

Subject to the approval of the members, the Board of Directors shall adopt and, from time to time as may be necessary, shall amend a Code of Ethics by which the conduct of member organizations shall be governed.

## **Section 8 – Amendments**

Only the members of the Corporation shall have the power to make and adopt new by-laws of the Corporation. Such adoption, amendments, alterations or repeal may be accomplished at any annual meeting of the members, or at any special meeting called for that purpose; provided, however, that notice of any proposed amendment to these By-Laws shall be mailed to all members of the Corporation at least thirty (30) days prior to the date of the annual or special meeting of members at which such proposed amendment is to be presented.

Instituted 1979

First Revision: August 1983

Second Revision: October 1998

Third Revision: October 2001

Fourth Revision: November 2007



**ATLANTIC STATES TELEPHONE  
ANSWERING ASSOCIATION, INC.**

**CODE OF ETHICS**

1. Members will operate their services in such a way as to be a credit to themselves and the telephone answering industry. Members will make every transaction to which they are a party reflect their personal integrity. They will operate in strict conformity with all regulations prescribed by public authority. Members acknowledge the fact that corporate forms do not absolve them from or alter their moral obligation that they themselves have as individuals.
2. Members acknowledge their obligation to render to all subscribers a service which is efficient, courteous, impartial and confidential and at a rate reasonable, but sufficient to operate and maintain a high standard of operation.
3. All information which may come to the attention of a member or any of its employees as to the business and affairs of any customer shall be confidential and shall under no circumstances be disclosed unless compelled to do so by law. Messages shall be available only to the customer or his authorized agent.
4. No member shall make or cause to permit to be made or published any false, untrue or deceptive statement by way of advertisement or otherwise concerning the services rendered or the price charged thereof.
5. Members agree to restrict contacts with the telephone company to a level of their own independent company on any matters accepted or recognized as of general interest and importance to the Telephone Answering Industry. Matters accepted or recognized to be of general industry-wide interest and importance shall be determined only after prior consultation with the Board of Directors of ASTAA.
6. It will be the responsibility of the Atlantic States telephone Answering Service, Inc. Board of Directors to consult with the Association of TeleServices International. Board of Directors through this organization's elected national director.

Amended October, 1978, November 2007