

TELEPHONE COLLECTORS INTERNATIONAL, INC.

BY-LAWS

As Amended May 4, 2008 and effective May 4, 2008

Article 1. Offices.

1.01 The office of the corporation shall be at 104 North Chicago, Salina, Kansas 67401-2534

1.02 The corporation shall also have offices in the city where the secretary resides, where the books of the corporation shall be kept, and in the city where the treasurer resides, where the financial records of the corporation shall be kept.

Article 2. Membership.

2.01 Each member shall have one vote. The board of directors by resolution may authorize "charter" memberships. Membership numbers shall not be issued.

2.02 Any person or organization sympathetic with the purposes of this corporation may apply for membership. Admission to membership shall be available without reference to race, ethnic origin, religion, age, sex, or handicap.

2.03 With the application for membership, the applicant shall be required to submit dues for that calendar year. If the application is submitted on or before August 31 of that year the membership year shall include the entire period from January 1 to December 31 of that year, and the new member shall be provided with electronic access to all publications of the corporation included in that membership that have been released between January 1 and the date of receipt of and acceptance of the membership application. If the membership application and payment are received on or subsequent to September 1 of that year, then the membership shall be considered as commencing on September 1 and continue through December of the subsequent calendar year, and the new member shall be provided with electronic access to all issues of those publications of the corporation issued subsequent to September 1 of the current year that are included in the membership and prior to the date of receipt of the membership application and payment as well as receiving the publications of the corporation included in the membership in accordance with the membership paid for the remainder of the current year and the 12 months from January through December of the subsequent calendar year. The annual dues of the first year

of the existence of the corporation shall be eighteen dollars. Thereafter the annual dues shall be determined by resolution of the board of directors. A new member shall be considered as any person who is not currently a member of the corporation.

2.04 Membership shall be terminated upon failure to pay dues, upon death, resignation, expulsion, or dissolution and liquidation of the corporation.

2.05 Expulsion of a member or other disciplinary action against a member shall be for cause only. Cause shall include conduct unbecoming a member or prejudicial to the aims or repute of the corporation. Any prejudicial conduct brought to the attention of the president shall initially be evaluated by him, and he may, before sending a notice of charges, suspend the member's privileges pending further proceedings. Disciplinary action must be preceded by notice of the charges in writing, which shall be sent to the member by certified mail return receipt requested. If no response is received within the time allotted therefore, the member will be deemed expelled by operation of these by-laws. If a written response is received, the president shall determine whether to suspend the member's privileges until a final determination is made by the board of directors. The board of directors shall then make a determination, based wholly upon the written documents, or if the member requests, upon the written documents and upon any oral representations and testimony of the member and/or any other person, and such testimony and information shall be given to a person designated by the board of directors for that purpose. The board of directors may determine to censure the member, suspend the member for a specific period of time, expel the member, or may require rescission and restitution in connection with sales or trades of old telephones or related items.

Article 3. Meetings of Members.

3.01 Meeting of members shall be held at a time and location selected by the board of directors. Written notice of the meeting shall be sent to each member in the newsletter Singing Wires. All such meetings of members shall take place during antique telephone exhibits when the most number of members can be present.

3.02 At the commencement of all meetings of members, the presence in person of forty members of the corporation shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at

such meeting.

3.03 Despite the absence of a quorum at any meeting of members, the members present by a majority of votes, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted as originally called.

3.04 Proxies shall not be permitted for any purpose.

3.05 Any action of a meeting of members, other than the election of directors, shall be authorized by a majority of votes at a meeting.

3.06 The president shall ordinarily preside at all meetings of members, but the meeting of members may choose another member to preside at such meeting by resolution adopted at the meeting.

3.07 The meetings shall be conducted in accordance with the latest version of Roberts Rules of Order.

Article 4. Board of Directors.

4.01 The board of directors shall manage the business and affairs of the corporation.

4.02 Each director shall be at least nineteen years of age.

4.03 The board of directors shall consist of fourteen members.

4.04 The initial board of directors shall be elected by the incorporators, and the members of the board need not be members of the corporation. The initial board of directors shall serve until the first annual meeting of members in 1987. Thereafter, all members of the board of directors shall be members of the corporation.

4.05 From July 1, 2005 and for all subsequent terms of office, the board of directors shall be divided into three classes, and by July 1, 2007 shall consist of a total of nine directors. To accomplish the reduction of the board of directors from 14 to 9 members,

There shall be three directors elected in 2005 for a term of three years, ending on June 30, 2008;

There shall be three directors elected in 2006 for a term of three years, ending on June 30, 2009; and

There shall be three directors elected in 2007 for a term of three years, ending on June 30, 2010.

All successors to those directors so elected shall have a full term of office of three years. A full term commences on July first of the year of the election and runs through June thirtieth three years later.

No person elected to the board of directors before July 1, 2004 shall have his term of office shortened as a result of the reduction of the board of directors from fourteen to nine.

4.06 For the first regular election of directors in 1987, and for all subsequent elections, elections of directors shall be conducted by mail ballot, which shall provide the opportunity for the member to write in the name of any other member or members he wishes to vote into office. Election shall be by plurality of the votes cast. The results of the mail balloting shall be announced in the corporation's newsletter Singing Wires.

4.07 Members of the board of directors may not serve more than three consecutive full terms of office.

4.08 A vacancy which occurs during an unexpired term shall be filled by the board of directors until the next annual election. At such election, the members of the corporation shall elect a person to fill the unexpired term.

4.09. Meetings of the board of directors may be held in person (face-to-face) or by telephone conference call. When by telephone conference call, the term "presence" in these by-laws shall include "presence" by telephone conference call and not be restricted to "face-to-face" presence.

4.10 At all meetings of the board of directors, the presence of a majority of the entire board then in office shall constitute a quorum for the transaction of business. A majority of the directors present at the time and place of any meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

4.11 At all meetings of the board of directors, each director present shall have one vote. The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. Any action authorized, in writing, by all of the directors entitled to vote thereon, and filed with the minutes of the proceedings of the board, shall be the act of the board of directors with the same force and effect as if the same had been adopted at a duly called meeting of the board.

4.12 An annual meeting of the board of directors shall be held. The board of directors may provide by resolution for the holding of other regular meetings of the board, and may fix the time and place thereof.

4.13 Special meetings of the board of directors shall be held whenever called by the president or by three of the directors, at such time and place as may be specified in the notice.

4.14 All members of the corporation may attend meetings of the board of directors except at such time as the board resolves to meet in executive session to discuss: the hiring, appointment, reappointment, or dismissal of personnel of the corporation; the denial of membership to an applicant; the necessity of holding a disciplinary hearing; any matter which will cause undue embarrassment to a member; or litigation or potential litigation.

4.15 Notice of regular and of special meetings of the board of directors shall be furnished to each member of the board of directors in a manner calculated to give each director actual notice of the meeting, including the date, time, and location (where a face-to-face meeting is called). Notice may be given by e-mail, by telephone call, or in writing by regular postal service delivery. Notice should be sufficiently in advance of the meeting to permit the director to reflect on the business to be conducted and to arrange his affairs, insofar as possible, to attend. Notice should include the business to be conducted, and preferably include the proposed resolutions to be considered.

4.16 At meetings of the board of directors, the president of the corporation shall preside, and in the president's absence, the vice-president shall preside, and in the vice-president's absence, a presiding officer pro-tem shall be chosen by the members of the board. However, if the business of the meeting includes the removal of the president, the meeting shall choose a director (other than the president) to preside at the meeting.

4.17 Any director may resign at any time by giving written notice to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

4.18 Any director may be removed with or without cause at any time by the affirmative vote of a majority of members of the corporation at a meeting of the members. A director may be similarly removed by petition signed by a majority of the members of the corporation, which petition shall be filed in the minute book of the corporation. A director may be removed for cause by

action of the board of directors.

4.19 The board of directors may from time to time designate committees as it may deem desirable.

4.20 The executive committee shall continue and shall consist of the president, vice-president, secretary, and treasurer. The executive committee shall act for the board of directors between meetings of the board. The executive committee shall act only in accordance with the vote of a majority of the members of the executive committee, and its resolutions shall be filed in the minute book of the corporation and be numbered consistently with the resolutions of the full board of directors. All resolutions adopted by the executive committee shall be included in the "old business" section of the agenda of the next meeting of the board of directors, so as to give notice to the full board of the executive committee's acts.

Article 5. Nominating Committee.

5.01 The president shall appoint a nominating committee of three persons to secure nominees for the 1987 annual elections. Thereafter, the members of the corporation shall annually elect three members of the nominating committee by mail ballot.

5.02 It shall be the duty of the nominating committee to recommend to the members of the corporation election of persons as directors and as members of the nominating committee to serve in that function for the following year. The total number of candidates recommended to fill vacancies on the board of directors should be greater than the number of vacancies to be filled, but not more than twice the number of such vacancies. The number of candidates recommended to the positions on the nominating committee should, as a minimum, be equal to the number of vacancies to be filled. Blanks shall be provided on the ballot so that members can include the names of and vote for write-in candidates as members of the board of directors and the nominating committee. The nominating committee shall be headed by a Chairman selected by the board of directors from those persons elected by the membership to that committee. The Chairman shall be responsible for coordinating the membership of the committee in the process of selecting and securing the consent and agreement for the persons selected to be candidates for membership on the board of directors, and for the nominating committee. The Chairman shall also be responsible for obtaining brief biographies of the candidates for membership on the board of directors, prepared by the selected candidates, along with their photographs, to be sent to and in the hands of the editor of the corporation's newsletter no later than February 20 for

publication in the March 15 issue of the newsletter.

5.03 The nominating committee's report containing the names of the candidates selected by the nominating committee shall be communicated directly to the members of the corporation in the March 15 issue of the corporation's newsletter and on the printed ballot each year without prior review and approval by the board of directors or officers. The nominating committee shall not place in nomination the name of any nominating committee member for the office of director. The nominating committee shall seek to avoid geographic concentration of members of the board of directors.

Article 6. Officers.

6.01. The officers of the corporation shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers as may be deemed necessary by the board of directors. The president, vice-president, secretary, treasurer, and other appointive officers shall be elected by the board of directors and shall serve a term of one year running from July first through June thirtieth of the following year and until a successor has been elected. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the members of the corporation and the board of directors. Due to the wide geographic dispersal of the members of the board of directors and the members of the corporation, the president shall have substantial authority to act for the corporation in all matters, but the president's actions shall be consistent with the by-laws and with the resolutions adopted by the board of directors. The president shall supervise the routine daily activities of the corporation, including those which have been delegated to the vice-president, the secretary, the treasurer, and the other officers or employees. The vice-president shall serve in the capacity of president in the president's absence.

6.011 The duties of the president of the corporation shall be to preside at all meetings of the board of directors; to ensure that the by-laws are observed, enforced and are current; to represent the corporation in relations with other organizations and shall be authorized as a signatory on the corporation's bank accounts.

6.012 The duties of the vice president of the corporation shall be to exercise the duties of the president in his or her absence and to perform such other duties as from time to time shall be assigned by the president.

6.013 The duties of the secretary of the corporation shall be

to prepare the agenda and draft resolutions for meeting of the membership and for meetings of the board of directors; serve as the recording officer and publish the minutes of all meetings; maintain and preserve the minutes book of the corporation; prepare and file the annual non-for-profit corporation report with the Kansas Secretary of State by the statutory date for the filing of such reports; establish and maintain the corporation's permanent records; be responsible for conducting annual elections for the board of directors and the nominating committee, except that the tabulating of votes in elections when the secretary is himself or herself a candidate for reelection, in which case the board of directors shall designate another member of the board of directors to perform this function; and transfer the corporation's records promptly and within a maximum of thirty (30) days to the successor secretary after such successor has been elected by the board of directors.

8.014 The duties of the treasurer shall be to establish and maintain the financial journal of receipts and expenditures to property and adequately record all financial transactions in accordance with generally accepted accounting practices, prepare and maintain the corporation's financial balance sheet of assets and liabilities, prepare periodic statements that report revenues, expenditures and the excess or deficit resulting from such financial transactions and procedures; serve as the interface between the corporation and its vendors, suppliers, contractors and financial institutions, the Internal Revenue Service and state tax authorities; comply with all requirements of the Internal Revenue Service applicable to non-profit 501 (c)(3) organizations which shall include the filing of Federal and State tax returns as required by law and the issuance and submittal of income reporting forms required by tax authorities with respect to amounts paid to independent contractors; issue reports on the financial results of the corporation's antique telephone exhibitions; provide monthly financial operations reports to the board of directors; transfer the treasurer's records promptly and within a maximum of thirty (30) days to the successor treasurer when elected by the board of directors.

6.02 The officers of the corporation shall be elected by the board of directors at the regular annual meeting of the board.

6.03 Any officer may resign at any time by giving written notice of such resignation to the president or to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

6.04 Any officer may be removed, either with or without cause, and a successor elected, by a majority vote of the board

of directors.

6.05 A vacancy in any office by reason of death, resignation, inability to act, disqualification, or other cause, may be filled by a majority vote of the board of directors.

6.06 Officers of the corporation shall, unless otherwise provided by the board of directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the board of directors.

6.07 In case the board of directors shall so require, any officer, employee, or agent of the corporation, shall execute to the corporation a bond in such sum, and with such surety or sureties, as the board may direct, conditioned upon the faithful performance of his duties to the corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

Article 7. Fiscal Matters.

7.01 Effective as of January 1, 2005, the fiscal year of the corporation shall be from January first through December thirty-first.

7.02 All items pertaining to the annual budget, including the proposed dues, shall be determined by the board of directors.

7.03 The treasurer shall be allowed to make expenditures or disburse money for corporation operations, in accordance with the budget, without prior approval of the board. The treasurer shall submit a written report to each regular meeting of the board, which shall detail all income and disbursements and receipts for such disbursements must be available for examination.

7.04 Members of the board of directors may not receive compensation from the corporation's funds for expenses incurred in attending corporation exhibits and meetings.

7.05 The financial accounts of the corporation shall be audited annually and the scope of the audit shall be determined by the board of directors. The annual financial statement shall be presented in summary form to the members of the corporation in the corporation's newsletter.

7.06 The treasurer of the corporation shall provide a report on the state of financial affairs of the corporation to the board

of directors at the request of the president and at the annual meeting of the board.

Article 8. Miscellaneous.

8.01 The corporate seal, if any, shall be in such form as shall be approved from time to time by the board of directors.

8.02 The corporation will continue publishing a newsletter. Such publication and distribution of the newsletter shall be accomplished by contract with an independent contractor, who shall be solely responsible for the content of the newsletter. Nevertheless, effective on and after January 1, 2005, the agreement between the independent contractor and the corporation shall include the following:

"The purpose of the newsletter is to educate anyone who reads it about the history of telephony, including the history of telephone apparatus, technology, companies and persons

"Members of the corporation may continue to advertise items wanted and for sale or trade, but this shall not be the focus of the publication. Telephones, telephone parts, telephone switches, telephone apparatus and related items in use prior to 1980 may be advertised in the newsletter. "Collectible" or "character" telephones may be advertised in the newsletter without regard to age. Literature, books and ephemera related to telephony, may be advertised without regard to age. New or "reproduction" replacement parts, such as cordage, labeled as reproduction, may also be advertised.

"The board of directors will take active steps to encourage the submission of educational articles to the independent contractor handling the newsletter. One need not be a member of the corporation to submit an article for the newsletter."

The frequency of the newsletter, its media (hardcopy or electronic), and other specifics may be agreed upon between the corporation and the independent contractor.

8.03 (a) Telephones, telephone parts and related items may be displayed and offered for trade or sale at exhibits or shows sponsored or authorized by the corporation. New or "reproduction" replacement parts, such as cordage, held out to be reproduction, may also be displayed and offered for trade or sale.

(b) Exhibits or shows authorized by or sponsored by the

corporation shall be open to the public during at least a portion of the exhibit. The show host committee may, at its discretion, also charge a higher fee for the rental of table space with the privilege of selling items.

(c) Ordinarily the corporation will create a host committee to make all the arrangements for an exhibit or show. The host committee is expected to maintain its own bank account for the show, and to report to the members of the corporation through the newsletter on the sums received and disbursed. Any monies remaining after payment of all bills must be paid over to the corporation's treasurer.

8.04 The motto of the corporation shall be "A Historical Society", and shall appear on corporation literature and letterhead underneath the name of the corporation.

Article 9. Amendments.

9.01 All by-laws of the corporation shall be subject to alteration or repeal, and new by-laws may be made, by the affirmative vote of two-thirds of the members of the corporation constituting a quorum at any annual or special meeting of the members, provided that the proposed change or addition shall have been previously provided to the members attending the meeting, and is set forth in full.

9.02 The board of directors shall have power to make, adopt, alter, amend and repeal, from time to time, by-laws of the corporation; provided, however, that the members of the corporation may alter, amend or repeal by-laws made by the board of directors, except that the board of directors shall have no power to change the quorum of the board of directors, or to change any provisions of the by-laws with respect to removal of directors or the filling of vacancies in the board resulting from the removal by the members of the corporation. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board of directors, there shall be sent forth in the notice of the next meeting of members of the corporation for the election of directors, the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

(Revisions made and included in this document on October 13, 2004 January 15, 2006 and May 4, 2008 in accordance with the following resolutions of the Board of Directors:

Resolution No. 348
Resolution No. 349
Resolution No. 350
Resolution No. 351
Resolution No. 352
Resolution No. 353
Resolution No. 354
Resolution No. 355
Resolution No. 356
Resolution No. 357
Resolution No. 358
Resolution No. 390)
Revised October 22, 2006 in accordance with Resolution No. 404
Revised May 4, 2008 in accordance with Resolutions No. 431, 432
and 433