



PUBLIC NOTICE

Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

News media information 202 / 418-5000
Fax-On-Demand 202 / 418-2830
Internet: <http://www.fcc.gov>
<ftp.fcc.gov>

DA-02-9 **DOCKET FILE COPY ORIGINAL**

Before the
Federal Communications Commission
Washington, D.C. 20554

PUBLIC NOTICE

Released: January 10, 2002

FEE DECISIONS OF THE MANAGING DIRECTOR AVAILABLE TO THE PUBLIC

The Managing Director is responsible for fee decisions in response to requests for waiver or deferral of fees as well as other pleadings associated with the fee collection process. A public notice of these fee decisions is published in the FCC record.

The decisions are placed in General Docket 86-285 and are available for public inspection. A copy of the decision is also placed in the appropriate docket, if one exists.

The following Managing Director fee decisions are released for public information:

Citizens Mutual Telephone Co. – Request for refund of FY 2000 regulatory fee and associated late payment penalty **Granted** (November 20, 2001) [See 47 CFR par.1.1162 (c)]

Elyria-Lorain Broadcasting Company – Request for partial refund of FY 1999 regulatory fee. **Granted** (December 12, 2001) [See Assessment and Collection of Regulatory Fees for Fiscal Year 1999, Report and Order, FCC 99-146, MD Docket No. 98-200, released June 18, 1999]

Fireweed Communications Corp. – Request for waiver and refund of FY 2001 regulatory fees **Denied** (December 12, 2001) [See Implementation of Section 9 of the Communications Act, 9 FCC Rcd 5333, 5346 (1994); recon granted 10, FCC Rcd 12759 (1995)]

Hispanic Keys Broadcasting Corp. – Request for waiver of FY 2001 regulatory fee **Denied** (November 27, 2001) [See Implementation of Section 9 of the Communications Act, 9 FCC Rcd 5333, 5344 (1994)]

Infinity Communications Group, Inc. – Request for waiver of FY 2001 regulatory fee **Denied** (November 27, 2001) [See 47 CFR par. 1.1157 (c)]

Page Mart II, Inc. - Request for waiver of FCC rules 47 CFR par. 1.1102 Filing fees **Granted** (November 28, 2001) [See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12762 (1995)]

PNI Spectrum, LLC - Request for waiver of FY 2001 regulatory fee **Granted** (December 12, 2001) [See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

Reams Communications Inc. – Request for waiver of FY 2001 regulatory fee **Denied** (November 27, 2001) [See 47 USC 159 (d)]

RSL COM USA, Inc. – Request for waiver and refund of FY 2001 regulatory fee **Granted** (December 12, 2001) [See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

SAH License, Inc. – Request for partial refund of FY 2001 regulatory fee **Granted** (December 12, 2001)[See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

Teligent, Inc. – Request for a waiver of filing fees **Granted** (October 19, 2001) [See Establishment of a Fee Collection Program to Implement the provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990)]

Venture Technologies Group, LLC - Request for a partial refund FY 2001 regulatory fees **Granted** (November 27, 2001) [See Assessment and Collection of Regulatory Fees for Fiscal Year 2001, Report and Order, 16 FCC Rcd 13525 (2001); 47 CFR par. 1.1153]

Vocall Communications Corp. – Request for waiver of FY 2001 regulatory fees **Granted** (November 27, 2001) [See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

WebLink Wireless, Inc. and wholly owned subsidiaries, PageMart II, Inc. and PageMart PCS, Inc. – Request for waiver of regulatory fees **Granted** (November 28, 2001)[See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

WEYS Television Corp. – Request for waiver of FY 2001 regulatory fees **Denied** (November 27, 2001) [See 47 USC 159 (d)]

Wireless Telecommunications, Inc. – Request for waiver of the deadline for filing FY 2001 regulatory fees **Granted** (December 12, 2001)[See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995)]

Wireless World, LLC – Request for refund of filing fees **Granted** (December 6, 2001) [See 47 CFR par. 1.1117 (a)]

World Television of Washington, LLC – Request for a regulatory fee reduction and partial refund FY 2001 **Granted** (November 27, 2001) [See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12762 (1995)]

WJNJ(FM) – Request for a verification of the FY 1999 regulatory fee **Granted** (February 7, 2001)

WMTA AM - Request for a reduction of the FY 2000 regulatory fees **Denied** (November 27, 2001) [See Implementation of Section 9 of the Communications Act, 9 FCC Rcd 5333, 5346 (1994)]

WPAB AM - Request for a verification of the FY 1999 regulatory fee **Granted** (November 27, 2001)

Zwerling Broadcasting System Ltd. Request for reconsideration of 2 previous decisions to deny requests for waiver of fees and penalties **Denied** (December 12, 2001) [see 47 CFR par 1.1161, 1.1164, and 1.1940]

NOTE: ANY QUESTIONS REGARDING THIS REPORT SHOULD BE DIRECTED TO THE REVENUE AND RECEIVABLES OPERATIONS GROUP AT (202) 418-1995.

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

NOV 20 2001

OFFICE OF
MANAGING DIRECTOR

Pamela L. Gist
Lukas, Nace, Gutierrez
& Sachs, Chartered
1111 19th Street, N.W.
Suite 1200
Washington, D.C. 20036

90-285

Re: Citizens Mutual Telephone Company
Fee Control No. 00000RROG-01-047

Dear Ms. Gist:

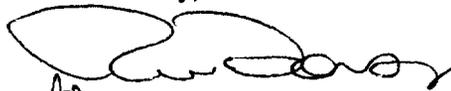
This is in response to your request dated September 5, 2001, filed on behalf of Citizens Mutual Telephone Company (Citizens) for a refund of the regulatory fee and associated late charge penalty paid for Fiscal Year (FY) 2000 by Citizens based upon its status as a nonprofit, tax-exempt entity under section 501 of the U.S. Internal Revenue Code. In response to a letter dated April 23, 2001, from the Commission's Office of Managing Director informing Citizens that it owed a regulatory fee of \$1,039.00, plus a late charge penalty of \$259.75, Citizens submitted a fee payment for FY 2000 in the amount of \$1,298.75

The Commission's rules provide that entities that qualify as tax-exempt, nonprofit organizations under section 501 of the Internal Revenue Code are exempt from the requirement to pay regulatory fees. 47 C.F.R. §1.1162(c). As you note, on February 18, 1998, you filed a copy of Citizen's articles of incorporation and bylaws outlining the non-profit structure of the company, as well as a copy of a letter from the U.S. Internal Revenue Service (IRS) determining that Citizens is a nonprofit, tax-exempt entity under section 501(c)(3) of the Internal Revenue Code. The IRS determination letter that you provided establishes that Citizens is not required to pay regulatory fees. Accordingly, we grant your request for a refund and we will refund the fee and late charge penalty paid by Citizens in the amount of \$1,298.75.

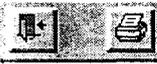
You should note that Citizens is under a continuing obligation to report to the Commission any changes that could affect its qualification for this fee exemption, such as a change in corporate status or IRS determination. You should retain this letter and submit a copy of it with any future correspondence with the Commission concerning regulatory fees for Citizen.

A check, made payable to the maker of the original check, and drawn in the amount of \$1,298.75 will be sent to you at the earliest practicable time. If you have any questions concerning the refund, please contact the Revenue & Receivables Operation Group at (202) 418-1995.

Sincerely,



Mark A. Reger
Chief Financial Officer



Payment Search Detail

Fee Control Number	Payor Name	Payment Amt	Overage Amt
0105088835152004	CITIZENS MUTUAL TELEPHON	\$1,298.75	\$0.00

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Sequence	Quantity	Payment Type Code	Payment Amount	Trans Code	CallSign Other Id	Treasury Symbol
1	1	0072	\$1,039.00	PMT		27X6088
2	1	0099	\$259.75	PMT		27X6088

- Credit Card Info
- Payor Info
- Bad Check Info
- Changer Info
- Acct Info
- Also Show JV'd transactions
- Move to Unapplied
- FCC Code Info
- Applicant Info
- Treasury Info
- Modify Payment
- Close

Print Screen

010008835 152007

ORIGINAL

LUKAS, NACE, GUTIERREZ & SACHS

RECHARTERED
1111 NINETEENTH STREET, N.W.
SUITE 1200

WASHINGTON, D.C. 20036

2001 SEP 5 2:35
(202) 857-3500

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SEP - 5 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

ACCOUNT PROCESSING
GROUP-DPT/RPT/TMT

September 5, 2001

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Andrew S. Fischel, Managing Director
Federal Communications Commission
Office of Managing Director
445 12th Street, SW
Washington, DC 20554

RF9

Re: **REQUEST FOR REFUND OF FCC REGULATORY FEE PAYMENTS**
Citizens Mutual Telephone Company

Dear Mr. Fischel:

On behalf of Citizens Mutual Telephone Company ("Citizens Mutual"), and pursuant to FCC Rule Section 1.1160, this letter is written to request a refund of regulatory fees that were not required to be paid, based upon Citizens Mutual's status as a non-profit entity. Citizens Mutual is exempt from paying regulatory fees, as indicated in its "one-time" demonstration of non-profit status exemption from regulatory fees, submitted to the Commission on February 18, 1998 (copy enclosed) in accordance with the Commission's Order, Assessment and Collection of Regulatory Fees for Fiscal Year 1997, FCC 97-384; see also 47 C.F.R. § 1.1162(c)(1). You will note that Article VII of Citizens Mutual's corporate Bylaws outlines the non-profit structure of the company as operating for the benefit of the patrons of the cooperative and not of the corporation, and that there is on record with the FCC a copy of a letter from the U.S. Internal Revenue Service confirming Citizens Mutual's tax-exempt status.

Citizens Mutual submitted a fee payment for fiscal year 2000 in response to a letter from the FCC's Office of Managing Director, informing Citizens Mutual that it owed a regulatory fee of \$1,039.00, plus a penalty of \$259.75. A copy of the letter, dated April 23, 2001, is included herewith. After receiving the letter, Citizens Mutual promptly submitted payment in the full amount of \$1,298.75, on FCC Form 159, on April 27, 2001.

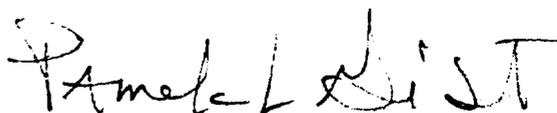
00000 K006-01-047

Mr. Andrew S. Fischel
September 5, 2001
Page two

Attached hereto is the FCC Form 159 as filed by Citizens Mutual, as well as a copy of Citizens Mutual's check no. 022673 in the amount of \$1,298.75. It is respectfully requested that a refund be issued payable to Citizens Mutual's Telephone Company, in the amount of \$1,298.75.

I sincerely appreciate your assistance in this matter. If any questions arise or if additional information is required, please feel free to contact me.

Very truly yours,

A handwritten signature in black ink that reads "Pamela L. Gist". The signature is written in a cursive style with a large initial "P" and a distinct "L" and "G".

Pamela L. Gist

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED
1111 NINETEENTH STREET, N.W.
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WASHINGTON, D.C. 20036
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February 18, 1998 FEB 18 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W.
Room 852
Washington, D.C. 20554

Re: DEMONSTRATION OF NON-PROFIT STATUS
EXEMPTION FROM FCC REGULATORY FEE PAYMENTS

Dear Mr. Fishel:

On behalf of The Citizens Mutual Telephone Company ("Citizens Mutual"), this letter and attachments are submitted to demonstrate Citizens Mutual's non-profit status for purposes of claiming exemption from regulatory fee filings. This filing is made pursuant to the Commission Order, Assessment and Collection of Regulatory Fees for Fiscal Year 1997, FCC 97-384; see also 47 C.F.R. § 1.1162(c)(1).

Citizens Mutual provides local exchange services in Iowa. Information regarding FCC licenses held by Citizens Mutual is attached hereto.

Citizens Mutual is incorporated as a nonprofit entity under Chapter 490 of Code of Iowa. Enclosed herewith is a copy of Citizens Mutual's Articles of Incorporation and Bylaws indicating its formation as a Telephone Membership Corporation under Chapter 490 of the Iowa Code. Citizens Mutual's Bylaws state that, "The corporation shall at all time be operated on a cooperative nonprofit basis for the mutual benefit of its patrons." This language and the aforementioned code section bind Citizens Mutual

February 18, 1998
Page 2

to performing on a non-profit basis.

In addition, enclosed is a letter from the Internal Revenue Service confirming Citizens Mutual's continuing tax-exempt status.

Please recognize Citizens Mutual as a non-profit entity, thereby excusing it from payment of regulatory fees so long as it continues to operate on a non-profit basis.

If any questions arise or if additional information is required, please feel free to call me.

Very truly yours,

B. Lynn F. Ratnavale

B. Lynn F. Ratnavale

Names & Addresses of all Stations Owned By the Non-Profit Entity	The Citizens Mutual Telephone Company 114 West Jefferson Street Bloomfield, Iowa 52537
Name on license if other than non-profit entity	N/A
Type of Service and all corresponding call signs, community unit ID numbers, TV Market or other identification for each station	<u>Paging and Radiotelephone Service:</u> KAQ 614 - Bloomfield, Iowa

RESTATED ARTICLES OF INCORPORATION
OF
THE CITIZENS MUTUAL TELEPHONE COMPANY

ARTICLE I

The name of the corporation shall be THE CITIZENS MUTUAL TELEPHONE COMPANY.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The purposes for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 490, Code of Iowa. Without limitation, the specific object and purpose for which the corporation is organized is to own and operate a telephone system for its subscribers in and about Davis County, Iowa. The corporation shall have unlimited power to engage in and transact and do any lawful act concerning or incidental to any and all such business. The provisions of this Article shall be liberally construed.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, the par value of each such share being Twenty Dollars (\$20.00). All of said shares shall be of the same class. The stockholders of this corporation shall have no preemptive rights to acquire additional shares of the corporation's common capital stock of either unissued or treasury

shares. Each subscriber shall be required to own one (1) share of the corporation's common capital stock, provided, however, that no person, firm, partnership, corporation or other business entity shall own more than one (1) share of the corporation's common capital stock.

ARTICLE V

The affairs of the corporation shall be managed by a Board of nine (9) Directors, who shall be elected by and from the stockholders at the annual meeting of the stockholders of this corporation in accordance with the Director district representation as prescribed by the Bylaws of this corporation.

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision shall not eliminate the liability of a director for a breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit, or under Section 490.833, Code of Iowa.

ARTICLE VI

The officers of the corporation shall be elected annually from the membership of the Board of Directors, at a special, organizational meeting of the Board of Directors, to be held immediately following adjournment of each annual meeting of the

stockholders of the corporation, and shall include a President, Vice President, Secretary and Treasurer.

ARTICLE VII

One hundred (100) stockholders present at any annual or special meeting of the stockholders shall constitute a quorum.

ARTICLE VIII

The Bylaws of the corporation may be altered, amended or repealed by the stockholders at any annual or special meeting, as provided by law. The Bylaws may contain restrictions on the transfer of shares of this corporation.

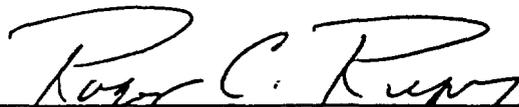
ARTICLE IX

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore or hereby amended. These Restated Articles of Incorporation have been duly adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto.

Dated at Bloomfield, Iowa, this 24th day of July, 1996.

THE CITIZENS MUTUAL TELEPHONE COMPANY

By:


Roger C. Rupe, President

ATTEST:


R. Kurt Swain, Secretary

BYLAWS
OF
THE CITIZENS MUTUAL TELEPHONE COMPANY

ARTICLE I

STOCKHOLDERS

1. Any person, partnership, corporation, other business entity or governmental unit may become a stockholder of The Citizens Mutual Telephone Company (hereinafter called the Corporation), upon receipt of local telephone service from the Corporation, provided that the prospective stockholder shall have:

A. Made written application therefor;

B. Agreed to purchase local telephone service from the Corporation in accordance with the established tariffs and as hereinafter specified;

C. Agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Corporation and any rules, regulations and policies adopted by the Board of Directors;

D. Purchased one (1) share of the Corporation's common capital stock at par value, \$20.

Provided, however, that exchange, interexchange and wireless carriers and other providers of telecommunication services who participate with the corporation in the provision of telecommunication services are not eligible to be stockholders or patrons of the corporation.

2. No stockholder may hold more than one (1) share of the Corporation's common capital stock and no shares shall be transferable, except as provided in the Articles of Incorporation and these Bylaws.

3. The term stockholder as used in these Bylaws shall be deemed to include a husband and wife holding a share of the Corporation's common capital stock jointly and any provisions relating to the rights and liabilities of stockholders shall apply equally with respect to the joint owners of the Corporation's stock. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the joint holders of the Corporation's stock shall be as follows:

A. The presence at a meeting of either or both shall be regarded as the presence of one (1) stockholder and shall constitute a joint waiver of notice of the meeting;

B. The vote of either separately or both jointly shall constitute one (1) joint vote;

C. A Waiver of Notice signed by either or both shall constitute a joint waiver;

D. Notice to either shall constitute notice to both;

E. Expulsion of either shall terminate both;

F. Withdrawal of either shall terminate both;

G. Either but not both may be elected or appointed as an officer or board member, provided that both meet the qualifications for such office.

H. Upon the death of either, the stock 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 change of ownership status, provided, however, that the estate of the deceased shall not be released from any debts due the Corporation.

4. Each stockholder shall, as soon as service is available, take service from the Corporation and shall pay therefor monthly at rates in accordance with the established tariffs as fixed by the Board of Directors. Amounts paid for services in excess of costs are furnished by stockholders as capital and each stockholder shall be credited with the capital so furnished as provided in these Bylaws. Each stockholder shall also pay all amounts owed by him to the Corporation as and when the same shall become due and payable.

5. No local telephone service shall be provided to persons, partnerships, corporations, other business entities or governmental units other than stockholders, except upon terms and conditions as may be prescribed by the Board of Directors.

6. If any stockholder or subscriber refuses or fails to pay his assessment or charge for service when due, his rights as a stockholder of this Corporation may be suspended by vote of the Board of Directors, and service may be denied during the period said assessment or charge for service remains unpaid, all in accordance with the rules and regulations heretofore or hereafter filed with the Iowa Commerce Commission.

7. If any payment of retired capital credits, cancelled stock certificate or account refund shall be unclaimed by the shareholder entitled thereto, or the shareholder's successor in interest, for a period of one year from the date of the payment, then the payment shall be deemed to have been refused by the shareholder and contributed to the corporation's retained earnings as capital.

ARTICLE II

STOCKHOLDERS MEETINGS

1. The Annual Meeting of the Corporation shall be held on a date designated by the Board of Directors each year at such time and place as may be designated by the Board of Directors.

2. Special meetings of the stockholders may be called at any time by the President; by a majority of the Board of Directors; or by stockholders representing ten per cent (10%) of the shares of the Corporation's issued and outstanding stock upon written demand signed by the stockholders delivered to the Secretary stating the purpose for which the special meeting is called.

3. Notice of each annual or special meeting of the stockholders shall be given by the Secretary by publication in a newspaper of general circulation in and about the City of Bloomfield and Davis County, Iowa at least five (5) days prior to the date of said meeting and by mailing a written notice of the meeting to each stockholder of record not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. The written notice shall state the date, time and place of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called.

4. The Secretary shall mail with the notice of meeting called for in paragraph 3 above, a statement of the number of directors to be elected, the nominations made by the Nominating Committee pursuant to Article IV, paragraph 4a and the nominations by petition pursuant to Article IV, paragraph 4b of the Bylaws, together with a ballot marked "Ballot for Directors" containing the names of all the nominees to the office of Director, alphabetically arranged and stating the residence of each. Such statements shall also inform the stockholders of the manner in which they may vote by mail for the directors as provided in this section. Any stockholder who is absent from the annual meeting may vote by mail for directors by marking on the ballot an "X" opposite the names of the number of candidates equal to the number of directors to be elected and enclosing the ballot in a sealed envelope bearing the stockholder's name, addressed to the Secretary. When such ballot, so enclosed, is received by mail from an absent stockholder, it shall be accepted and counted as a vote for Director.

5. If a quorum is present, the affirmative vote of the majority of the stockholders present at the meeting shall be the act of the stockholders, unless the vote of a greater number is required by the Iowa Business Corporation Act, the Articles of Incorporation or the Bylaws.

6. If a quorum be not present at any annual or special meeting of the stockholders, the meeting shall be adjourned until such future time as shall be designated by the Board of Directors and notice of such adjourned meeting shall be given to each stockholder in the manner prescribed in paragraph 3 above.

7. Each stockholder shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the stockholders.

8. At all stockholders' meetings the following order of business shall prevail:

A. The President shall call the meeting to order.

B. The Secretary shall introduce proof of publication of notice of time and place of said annual or special meeting.

C. The Secretary shall take roll of stockholders present for the purpose of determination of the quorum requirements.

D. Upon determination of the quorum, the President shall declare the meeting to be open for the transaction of business.

E. The Secretary shall read the minutes of the last regular stockholders' meeting and all intervening special stockholders' meetings.

F. The Secretary shall present the Secretary's annual report.

G. The Treasurer's annual report shall be presented.

H. The President's annual report shall be presented.

I. Other reports, if any, shall be presented.

J. Unfinished business, if any.

K. New business, if any.

L. Election of Directors shall be conducted.

M. Other matters, if any.

N. Adjournment.

9. Voting for the election of directors, on resolutions to amend the Articles of Incorporation or Bylaws and on any other proposed action which creates dissenter's rights under Chapter 490 of the Code of Iowa shall be by secret ballot. All other motions and resolutions shall be put to an oral vote. The President shall appoint three tellers and a clerk to take, count, record and announce voting results which shall be entered into the Secretary's minutes. Ballots shall be held by the Secretary for inspection by the stockholders until the meeting is adjourned, at which time the ballots shall be destroyed unless objections to the voting have been filed with the Secretary.

10. Roberts Revised Rules of Order shall govern all procedural matters.

ARTICLE III

STOCK CERTIFICATES

1. Certificates of stock shall be in a form adopted by the Board of Directors and shall be signed by the President and the Secretary and be attested by the corporate seal.

2. No stock shall be issued until the corporation has received payment in full therefore, at par value of \$20.00 per share, in cash.

3. All certificates shall be consecutively numbered. The name of the person and/or persons, firm, partnership, corporation or other business entities owning the share represented thereby and the date of issue, shall be entered on the corporation's stock record book.

4. Shares of stock shall be transferable only to the corporation for cancellation.

5. All certificates of stock transferred to the corporation shall be immediately surrendered to the Secretary for cancellation and the corporation shall pay to the holder thereof the sum of \$20.00 per share (par value).

6. Lost shares shall be transferred only in the manner provided by the Board of Directors and upon executed affidavit showing proof of the loss.

7. The corporation shall have a lien upon its shares of stock in the hands of a stockholder to secure the indebtedness of such stockholder to the corporation. Said lien may be foreclosed upon and said share shall be canceled and become the property of the corporation, by giving ten (10) days written notice of such foreclosure, mailed to the address of the stockholder as the same appears on the stock record book of the company.

8. The Board of Directors shall have the right to recall share certificates for reissue whenever the form of the certificates have been changed. Stockholders shall be notified in writing of the change in form of certificate of stock and shall be given thirty (30) days thereafter to surrender the old certificate of stock for cancellation and reissue of the new certificate. Upon the failure, refusal or neglect of a stockholder to surrender his certificate of stock within said thirty (30) days, the Board of Directors shall have the right to cancel the stockholder's certificate and pay the stockholder the par value of said certificate.

9. The Board of Directors may, by the affirmative vote of not less than two-thirds of all the members of the Board, cancel the certificate of any stockholder who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws or Rules and Regulations adopted by the Board of Directors, but only if such stockholder shall have been given written notice by the Corporation that such failure makes him liable to cancellation and such failure shall have continued for at least ten (10) days after such notice is given. The certificate of any stockholder who for a period of thirty (30) days after service is available to him has not permitted the installation of service, or of a stockholder who has ceased to purchase service from the Corporation, may be cancelled by resolution by the Board of Directors.

10. Upon cancellation of any stock certificate, as herein provided, the Corporation shall first deduct from the par value thereof, the amount of any indebtedness owed by the stockholder to the Corporation and shall pay the remaining balance thereof to the withdrawing stockholder, or his legal representative, within thirty (30) days from the date of cancellation.

ARTICLE IV

DIRECTORS

1. The affairs of the Corporation shall be managed by a Board of Directors composed of nine (9) members, all of whom shall be stockholders of the Corporation. Any Director who ceases to be a stockholder shall also cease to be a Director.

The Directors shall have the general management and control of the business and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the statutes and laws of the State of Iowa, the Articles of Incorporation and these Bylaws. The Board of Directors may appoint a Manager who shall perform such duties and shall exercise such authority as the Board of Directors may from time to time vest in him.

2. At each Annual Meeting of the Stockholders, three (3) directors shall be elected by the stockholders. The term of each director shall be three (3) years.

3. Directors shall be elected from the following prescribed director areas:

One (1) Director, resident of Mark Exchange
 One (1) Director, resident of Pulaski Exchange
 One (1) Director, resident of Floris Exchange
 One (1) Director, resident of Drakesville Exchange
 One (1) Director, resident of Rural Bloomfield Exchange
 Three (3) Directors, residents of City of Bloomfield Exchange
 One (1) Director shall be at large, and may be a resident of any of the six above prescribed exchange areas.

4a. No later than the date of the third regular meeting of the Board of Directors preceding an Annual Meeting of the Stockholders, each Director shall appoint a member of the Nominating Committee. The Nominating Committee shall meet as directed by the Board of Directors for the purpose of nominating stockholders to the office of Director. Nominees shall be selected in accordance with the director area representation prescribed in paragraph 3 above. The Nominating Committee shall file its written report of its nominations with the Secretary within one week from the date of the meeting. The Secretary of the Corporation shall mail a statement of the nominations made by the Nominating Committee to each stockholder not later than sixty (60) days prior to the date of the Annual Meeting of Stockholders.

4b. Any fifteen (15) or more stockholders acting together may make other nominations by petition. Nominations by petition filed with the Secretary at least forty (40) days prior to the date of the Annual Meeting shall be included on the official ballot. Nominations by petition received by the Secretary thereafter shall be treated as nominations from the floor. Nominees by petition must meet the residency requirements and other qualifications above prescribed.

4c. At the Annual Meeting of the Stockholders, the Secretary shall receive nominations from the floor. Nominees from the floor shall meet the residency requirements and other qualifications above prescribed.

5. No person who is related by consanguinity or affinity, within the second degree, to any existing director or employee of the corporation, shall be nominated, elected or appointed as a director.

6. The present Directors shall continue to hold office for the remainder of the term for which each was elected and thereafter until their successors have been elected as provided in these Bylaws.

7. Regular monthly meetings of the Board of Directors shall be held on the second Monday of each month at such time as shall be designated by the Directors. Notice of the regular meetings of the Board of Directors shall not be required.

8. Special meetings of the Board of Directors may be called by the President or any three Directors who shall give oral or written notice of the date, time and place of said special meeting to all Directors at least twenty-four (24) hours prior to the meeting. Action taken at any special meeting of the Board of Directors whereat two-thirds of said directors are present, shall not be invalidated for want of notice.

9. A majority of the Board of Directors shall constitute a quorum.

10. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so appointed to fill a vacancy shall remain a director for the remainder of the unexpired term of his predecessor. The stockholder appointed to fill a vacancy shall be from the same exchange area as his predecessor in order to maintain the same area representation.

ARTICLE V

OFFICERS

1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such officers as may be determined by the Board of Directors from time to time. The offices of Secretary and Treasurer may be held by the same person.

2. The Board of Directors shall annually elect, from the membership of the Board of Directors, a President, Vice President, Secretary and Treasurer who shall be elected at a special, organizational meeting of the Board of Directors, to be held immediately following adjournment of each annual meeting of the stockholders of the corporation. Each officer so elected shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the stockholders or until his successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

3. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

4. The President shall:

A. Be the principal executive officer of the corporation and, unless otherwise determined by the Board of Directors, shall preside at all meetings of the Board of Directors;

B. Sign, with the Secretary, stock certificates, the issuance of which shall have been authorized by the Board of Directors, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed;

C. In general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5. The Vice President shall, in the absence of the President, or in the event of his inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the 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 of Directors.

6. The Secretary shall be responsible for:

A. Keeping the minutes of the meeting of the members and of the Board in books provided for that purpose;

B. Seeing that all notices are duly given in accordance with these Bylaws 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 to all stock certificates 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 Bylaws;

D. Keeping a register of the names and post office addresses of all stockholders;

E. Signing, with the President, stock certificates, the issuance of which shall have been authorized by the Board of Directors;

F. Keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the corporation containing all amendments thereto (which copy shall always be open to the inspection of any stockholder) and at the expense of the corporation, furnishing a copy of the Bylaws and all amendments thereto to each stockholder;

G. 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 of Directors.

7. The Treasurer shall be responsible for:

A. Custody of all funds and securities of the corporation;

B. The receipt 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 Bylaws;

C. The general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

8. The Treasurer and any other officer or agent of the corporation charged with the responsibility for the custody of any of its funds or properties shall be bonded in such sum and

with such surety as the Board of Directors shall determine. The Board of Directors in its discretion may also require any other officer, agent, or employee of the corporation be bonded in such amount and with such surety as it shall determine.

9. The powers, duties, and compensation of the officers, agents and employees of the corporation shall be fixed by the Board of Directors.

10. The officers of this corporation shall submit at each annual meeting of the stockholders, reports covering the business of the corporation for the previous fiscal year.

ARTICLE VI

EXECUTION OF INSTRUMENTS

1. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

2. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officer, the President and the Secretary may execute the same in the name of and on behalf of this corporation and affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instruments on behalf of this corporation.

3. The corporation shall have the right to buy, hold, sell and convey personal property and such real estate as may be necessary or convenient for proper conduct of the affairs of this corporation.

4. All conveyances of real property made by the corporation shall be executed by the President and countersigned by the Secretary, with the impression of the corporate seal attached; and all releases to be made of record may be executed by the President, Vice President or Secretary of the corporation.

ARTICLE VII

NONPROFIT OPERATION

1. The corporation shall at all times be operated on a cooperative nonprofit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the corporation on any capital furnished by its patrons.

2. In the furnishing of telephone and other communication services, the corporation's operations shall be so conducted that all patrons will through their patronage furnish capital for the corporation. In order to induce patronage and to assure that the corporation will operate on a nonprofit basis, the corporation is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone and other communication services in excess of the operating cost and expenses properly chargeable against the furnishing of telephone and other communication services. All

such amounts in excess of the operating costs and expenses at the moment of receipt by the corporation are with the understanding that they are furnished by the patrons as capital. The corporation is obligated to pay by credits to a capital account for each patron all such amounts 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 patron, is clearly reflected and credited in an appropriate record to the capital account of each patron, and the corporation shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance to a legal obligation to do so and the patron had then furnished the corporation corresponding amounts for capital.

As used herein, the term "telephone and other communication services" does not include the wholesale or retail sale of merchandise, the purchase of products or services by a telecommunications company from the corporation, or the payment of any fees or settlements by another telecommunications company to the corporation other than for local service.

3. In the event of dissolution or liquidation of the corporation, after all outstanding indebtedness of the corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. 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 patrons' 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 retired first.

4. Capital credited to the account of each patron 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 part of such patrons' premises served by the corporation unless the Board, acting under policies of general application, shall determine otherwise.

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

6. Patrons 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 patron, and both the corporation and the patrons are bound by such contract as fully

as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this Article of the Bylaws shall be called to the attention of each patron of the corporation by posting in a conspicuous place in the corporation's office.

ARTICLE VIII

DIVIDENDS

No dividend may be authorized by the stockholders or directors of this corporation.

ARTICLE IX

SUSPENSION OF BYLAWS

Any of these Bylaws, except such Bylaws as are embodied in the Articles of Incorporation, may be suspended by a majority vote of the stockholders present or represented at any annual or special meeting of the stockholders.

ARTICLE X

AMENDMENT OF BYLAWS

Any of the within Bylaws may be amended by majority vote of the stockholders present or represented at any annual or special meeting of the stockholders.

THE CITIZENS MUTUAL TELEPHONE COMPANY

By: Roger C. Rupe
Roger C. Rupe President

Attest: R. Kurt Swaim
R. Kurt Swaim Secretary

These Bylaws correctly set forth the Bylaws of The Citizens Mutual Telephone Company with the most recent amendments thereto adopted at the Annual Meeting of Stockholders on July 9, 1996.

1 540 9th Ave. S.W., Aberdeen, S. Dak. 577
2 17 N. Dearborn St., Chicago, Ill. 60602
3 210 Walnut St., Des Moines, Iowa 50309
4 653 Second Ave. N., Fargo, N. Dak. 58102

5 517 E. Wisconsin Ave.
Milwaukee, Wis. 53202
6 5th and Dodge Sts., Omaha, Neb. 68102
7 114 Market St., St. Louis, Mo. 63101

FEDERAL DEPARTMENT OF THE TREASURY
8 56 Robert St., St. Paul, Minn. 55101
9 37 Adams St., Springfield, Ill. 62704

Address any reply to DISTRICT DIRECTOR at office No. _____

Department of the Treasury

District Director Internal Revenue Service

Date: | In reply refer to:
 | **AU:F:3:42**



The Citizens Mutual Telephone Co.
114 West Jefferson
Bloomfield, Iowa 52537

Year(s) Activities Examined: 1969
Year(s) Form 990-T Examined:

Gentlemen:

After reviewing your activities and examining your financial records for the above year(s), we find that your Federal tax-exempt status continues. The return(s) for the year(s) indicated are accepted as filed.

Thank you for your cooperation.

Sincerely yours,
District Director

Annual Return Required:

- Form 990 or 990(sf)
- Form 990-A or 990-A(sf)
- Form 990-C
- Form 990-P
- None

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

OFFICE OF
MANAGING DIRECTOR

APR 23 2001



The Citizens Mutual Telephone Company
114 W. Jefferson St.
Bloomfield, IA 52537

Re: 2000-9CB-0226

Dear Regulatee:

This letter is in reference to the Fiscal Year (FY) 2000 regulatory fees, which were due to the Federal Communications Commission (Commission) during the period, September 14-22, 2000. These are mandatory fees established by Congress in accordance with the Omnibus Budget Reconciliation Act of 1993. The fees are used to offset costs associated with the Commission's enforcement, public service, international, policy, and rulemaking activities. An unpaid regulatory fee is a debt owed to the United States, 31 U.S.C. §3701.

The Commission is verifying its FY 2000 regulatory fees collection to identify those regulatees who have not paid. We have no record of receiving the FY 2000 regulatory under the following FCC Form 499-A Filer ID and Taxpayer Identification Number (TIN):

FCC Form 499-A Filer ID:8000 TIN:42-0181770

We have examined your most recent FCC Form 499-A (April 2000), and it appears that you owe the FY 2000 regulatory fee of \$1,039.00. If this amount is correct, and you have not yet paid this fee, then you also owe a 25% penalty, which penalty equals \$259.75. Thus, it appears that you now owe a total of \$1,298.75.

Payment in full should be remitted with the enclosed Remittance Advice, FCC Form 159 to: Federal Communications Commission, P.O. Box 358835, Pittsburgh, PA 15251-5835 within 30 days of the date of this letter. You should submit all payments that are due, including the 25% penalty, for each Filer ID and TIN. The 25% penalty should be listed separately on the Form 159. The payment type code to be used for the penalty is "0099."

If you made full payment within the time required, please provide a complete copy of your submission (Form 159), including proof of payment. If you believe that you were exempt from the FY 2000 regulatory fee under the Commission's rules, please submit complete documentation supporting your position within twenty (20) days of the date of this letter. These documents should be sent to Federal Communications Commission, Revenue & Receivables Operations Group, Room 1A821, 445 12th Street, SW, Washington, DC 20554.

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

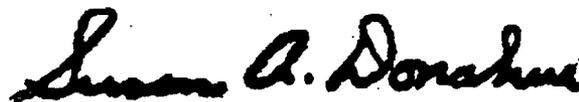
OFFICE OF
MANAGING DIRECTOR

If this debt is not paid within 30 days from the date of this letter, we may apply other administrative sanctions. The sanctions may include dismissing any pending or subsequent applications filed by you or your organization with the Commission. Such applications include, but are not limited to: tariff filings under Section 203 of the Act, applications under 1.2 of the Rules, petitions for waiver of the rules under 1.3 of those Rules, petitions for rulemaking under 1.401 of the Rules, and applications for special permission under Sections 61.17 and 61.152 of the Rules.

In addition, the Commission may revoke any instruments of authorization held by you or your organization. Such instruments include, but are not limited to, any authorizations granted under Section 214 of the Act **and any licenses granted under Title III of the Act.**

If you have any questions concerning this letter, you may write me at the Commission or call the Revenue & Receivables Operations Group at (202) 418-1995.

Sincerely,



Susan Donahue, Chief
Revenue & Receivables Operations Group

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page No 1 of 1

(1) LOCKBOX #

SPECIAL USE

PCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) CVTIZENS MUTUAL TELEPHONE COMPANY 11111/12981.75

(4) STREET ADDRESS LINE NO. 1 114 W JEFFERSON ST

(5) STREET ADDRESS LINE NO. 2

(6) CITY (7) STATE (8) ZIP CODE 8V ODOMFIELD IA 52537-1669

(9) DAYTIME TELEPHONE NUMBER (include area code) (10) COUNTRY CODE (if not in U.S.A.) 091-664-3029

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN) (12) PAYER (TIN) 0103733029 420181770

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY (17) STATE (18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code) (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) (22) APPLICANT (TIN) 0103733029 42101311770

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE FCC USE ONLY 1610391.00

(28A) FCC CODE 1 (29A) FCC CODE 2 2101019101-01224

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY 21591.75

(28B) FCC CODE 1 (29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT I, Joseph L. Snyder certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE DATE 5-2-01

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD/VISA ACCOUNT NUMBER: EXPIRATION

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization herein described.

SIGNATURE DATE APR 27 2001