

Midwest Internet Cooperative Exchange - UG40 Minutes

Meeting called to order Friday, March 11th 2021 at 15:00pm CST
Online via Google Meet

Roll Call

- Total Voting Members: 125
- Number of Voting Members in Attendance: 18
- Number of Non-Voting Participants in Attendance: 0
- Number of Pending Connections in Attendance: 0
- Number of Guests in Attendance: 0
- Percentage of Voting Members in Attendance: 14%, quorum attained
- See roll call sheet for further information

Approval of Minutes

- Motion was made by Jay Hanke (South Front) to approve minutes from UG39, seconded by Dean Bahls (Fiber Minnesota), minutes were approved unanimously.

Financial Report

- YTD Billing: \$179K in port fees billed, compared to \$142K in 2021, increase mostly because of additional 100G ports.
- YTD Expenses so far this year: \$1227.80 Choice IT (optics), \$1576.65 Richard Laager (server hardware), \$238.50 Moss/Barnett (legal consultation) for a total of \$2942.94
- Current Assets: \$393,566.41 in Old National Bank Account, \$71909.60 in Accounts Receivable, \$1250 in undeposited fees.

Board of Directors Report

- Olsen Thielen is our new accounting firm, Kayla and Richard helped get them up to speed and things seem to be going well.
- According to our Bylaws the group's treasurer needs to be a natural person, so the Board appointed board member Anthony Anderberg (Nuvera Communications) to that role.
- Olsen Thielen didn't want to be handling cash/checks so we got a Lock Box from Old National Bank to get/scan anything that arrives. There is a per-item fee associated with this service so electronic payments are strongly encouraged.
- To handle incidental expenses MICE obtained a credit card, Richard and Anthony are cardholders.
- Insurance: After considerable research we obtained quotes for D&O, General Liability, and Property and Causality Coverage from several companies. The board chose policies for \$1805/year from a combination of Rural Trust Insurance Company and Travelers Insurance.
- We've removed payment status from the web site Participants page, since most everyone is current now the effort required to keep it current was no longer worth-while.
- New Members: Subspace (32261), WHCC (11852), Express Data Solutions (31834)
- Pending Members: MN Teen Challenge (400316), TrueStream (398143), DataStream (54502), Great Plains Network (11317), Stack Path (33438)
- Member Disconnections: none
- Several members seem to be dormant but are still officially connected:
 - Nexstar Digital (32029), Presidio/Emergent Networks (29762), FutureTech (26451)

Tech Committee Report

- IXP Manager: Next Thursday new server hardware will be installed by Wiktel at 511, software migrations will be the next item on the list.
- IP Address Renumbering: With 125 active members and underlying infrastructure our /24 block of IPv4 address space is more than half used so we need to make plans to renumber our exchange to a /23 block. ARIN has set aside blocks for IX growth so getting the addresses won't be a problem. The consensus is that it'll be the next effort to tackle after the IXP manager migration.

Ongoing Business

Bylaw changes: The board has spent considerable time with a lawyer from Moss/Barnett reviewing needed and desirable changes to four sections of the group's Bylaws. Proposed changes had been posted to the group's mailing list, and there had been a bit of minor clarification but otherwise no discussion in the email group.

1) Quorum changes recommended by the Board:

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

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

There was no discussion, motion was made by David Farmer (UofM) to approve quorum changes, Jay Hanke (South Front) seconded motion, change passed unanimously.

2) Affiliate changes recommended by the Board:

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

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

Add a subsection 1.1 (b) that reads:

Each member shall have an affirmative duty to disclose the identity each of its Affiliates that is a member of the Company. "Affiliate" means, with respect to any entity, (i) any other entity directly or indirectly controlling, controlled by, or under common control with such specified entity, or (ii) any other person or entity owning or controlling fifty percent (50%) or more of the outstanding voting securities of such entity. For purposes of the foregoing, the term "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as applied to any

entity, means the possession, directly or indirectly, of the power to cause the direction of the management and policies of such entity, whether through the ownership of voting or other securities, by contract or otherwise. The Board may refuse to admit any entity that is an Affiliate of a member or may condition such admission on the acknowledgment that such entity and each of its Affiliates, will only have one member vote which may only be exercised by one of the affiliated members.

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

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

There was no discussion, motion was made by David Farmer (UofM) to approve affiliate changes, Jeremy Lumby (MNVolP) seconded motion, change passed unanimously.

3) Action Without a Meeting – changes recommended by the Board:

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

There was no discussion, motion was made by Jeremy Lumby (MNVolP) to approve changes, Dean Bahls (Fiber Minnesota) seconded motion, change passed unanimously.

4) Board Member Removal/Replacement – changes recommended by the Board:

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

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

(i) facsimile communication, when directed to a telephone number at which the governor has consented to receive notice;

(ii) electronic mail, when directed to an electronic mail address at which the governor has consented to receive notice;

(iii) a posting on an electronic network on which the governor has consented to receive notice, together with separate notice to the governor of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and

(iv) any other form of electronic communication by which the governor has consented to receive notice, when directed to the governor.

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

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

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

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

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

There was no discussion, motion was made by Jeremy Lumby (MNVoIP) to approve changes, David Farmer (UofM) seconded motion, change passed unanimously.

New Business

There was brief discussion of ways to promote MICE while highlighting our elite Terabit traffic status.

Final discussion was around having the summer meeting sometime in July at Des Moines or Ames IA, perhaps with our friends from QCIX.

Meeting adjourned at Google's insistence at 15:57