



KANOKLA
— NETWORKS —

KANOKLA NETWORKS

INFORMATIONAL GUIDE FOR POTENTIAL DIRECTORS

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KANOKLA MISSION STATEMENT

Our Purpose

To improve the lives of our members and KanOkla communities.

Our Commitment

To provide the best in communications technology,
while maintaining the financial integrity and long-term viability of KanOkla.

Our Philosophy

- Exceptional customer service is our hallmark.
- We demonstrate integrity and deal fairly with our members, customers, co-workers, and everyone with whom we do business.
- We develop and maintain our reputation as a progressive and innovative provider of high-quality, full-service communications, while being open to all business ventures that would enhance our mission.
- We conduct business in a manner that stimulates and grows the economies of the communities we serve.

MEETING SCHEDULE

A. Regular Board of Directors Meetings

The meetings are held in the boardroom at KanOkla's headquarters office in Caldwell. The meetings are held each month, usually on the second Wednesday of the month. The meetings usually begin at 1:00 p.m. and usually last until approximately 4:30 p.m.

B. Special Board of Director Meetings

Occasionally, a special board meeting is called to conduct specific business. The meeting place is usually the boardroom at KanOkla's headquarters office in Caldwell.

C. Committee Meetings

Directors are assigned to committees by the President of the Board, and meetings will be called when there is business to conduct relating to that specific committee. These meetings are usually held at KanOkla's headquarters office in Caldwell.

D. Industry Meetings/Seminars

At KanOkla expense, Directors attend occasional meetings and seminars and are required to attend at least one educational meeting per year.

E. Community Events

Directors may be called upon occasionally throughout the year to attend specific community functions in each respective community.

KanOkla General Information

KanOkla was formally organized and incorporated in December of 1951, as The Harper County Rural Telephone Cooperative. KanOkla Telephone Association is a Kansas cooperative corporation, and it is headquartered in Caldwell, Kansas.

Intrastate telephone service within Kansas or within Oklahoma is regulated by each state's respective corporation commission (KCC or OCC). Interstate telephone service between states is regulated by the Federal Communications Commission (FCC).

KanOkla provides telecommunication services in Kansas and Oklahoma to approximately 2,955 access lines in the following exchanges: Ashton, Bluff City, Caldwell, Corbin, Danville, Freeport, Geuda Springs, Hardtner, Hunnewell, Mayfield, Perth, Portland, South Haven and Waldron in Kansas, and Braman, Capron, Goltry, Jet, Manchester, Nescatunga, Renfrow, Shidler, Wynona, Web City, Grainola, and Foraker in Oklahoma. KanOkla is also a part owner of Pioneer Cellular, which is the Pioneer wireless phone company in the area.

KanOkla operates KanOkla Communications, LLC, which provides non-regulated telecommunications services and products, including Internet, long distance, business systems, and computers.

DIRECTOR QUALIFICATIONS

As stated in Article 4, Section 3, of KanOkla's bylaws, to be qualified to serve as a director, a person must:

- (a) be an active member of the Co-op (An active member is a member who takes wireline telephone service from KanOkla and pays all amounts owed to KanOkla as and when such amounts are due and payable.); and
- (b) maintain his or her principal residence within the district represented, or to be represented, by him or her, and have done so for at least two consecutive years immediately prior to nomination, and reside in his or her principal residence at least nine (9) months per year; and
- (c) not be an employee of the Co-op; and
- (d) not be a close relative of a director or an employee, a close relative being a spouse, child, parent, grandchild, grandparent, sister, brother, aunt, uncle, niece, nephew or first cousin, or not be a close relative of the spouse of a director or an employee, a close relative being a child, parent, grandchild, grandparent, sister, brother, aunt, uncle, niece, nephew or first cousin; and
- (e) not have been convicted of a felony or of any criminal offense involving dishonesty or breach of trust; and
- (f) not be in any way employed by or financially interested in a competing enterprise or a business engaged in selling competing service or supplies, or constructing or maintaining competing facilities. Ownership of stock traded on a major stock exchange shall not be a violation of this subsection.

To remain a director after being elected, a director must continue to meet the qualifications under subsections (a) through (f) above, and must attend:

- (a) at least eleven (11) of the regular board meetings during each twelve (12) month period, beginning with the month of his or her election; and
- (b) each annual membership meeting of the Co-op during his or her term of office; and
- (c) at least one (1) continuing education meeting and one (1) strategic planning meeting during each twelve (12) month period, beginning with the month of his or her election;
- (d) provided, however, that attendance may be excused by the Board for good cause.

FREQUENTLY ASKED QUESTIONS – NEW DIRECTORS

How many days a year are required to be a KanOkla director?

Usually a minimum of 20 days, not counting the time it takes to read all of the board material and to stay informed. (12 board meetings, 1 annual meeting, 4 days at a continuing education conference, and 3 days of strategic planning.) Also not included in the minimum are other additional special board meetings and industry meetings throughout the year, during the day and some evenings.

What do current board members wear to regular board meetings?

Currently the board is wearing business casual.

Other than board meetings, is there other time required?

In order to stay informed, there is quite a lot of industry reading and board meeting preparation required. Attending at least one continuing education meeting is also important. Board meeting materials, which are approximately 50-70 pages, are sent to each director several days before each board meeting, and those require review prior to the board meeting.

When board members are required to travel on KanOkla business for conferences, training, etc., how are the expenses handled?

Each director pays for his or her own expenses or pays with a KanOkla corporate card. Upon return, the Director completes an expense/reimbursement form. If any paid expense is owed to the Director, a check is then written to the director reimbursing him/her for the expense.

What occurs at continuing education/industry meetings?

KanOkla is a member of the National Telecommunications Cooperative Association (NTCA), which sponsors most of the continuing education meetings. Many seminars are held on each day of the conferences, giving directors many opportunities to get updates on technology and the leadership of rural telephone companies. As many as 3000 people attend these conferences, and so they are held in large cities which have hotels and conference facilities that can accommodate that many. These conferences also give directors the opportunity to network with other directors from across the nation.