

BYLAWS
OF
MISSOURI UNIVERSAL SERVICE BOARD, INC.
A NOT FOR PROFIT CORPORATION

ARTICLE I

OFFICES AND PURPOSE STATEMENT

The principal office of the Corporation in the State of Missouri shall be located in Jefferson City, Missouri at such place as the Board of Directors may from time to time select. The Corporation may have such other offices, either within or without such county or the State of Missouri as the Board of Directors may from time to time deem necessary or desirable. The Registered Office of the Corporation, required by the General Not For Profit Corporations Law of Missouri to be maintained in the State of Missouri shall at all times be maintained in such state and may be, but need not be, identical with the principal office of the Corporation established in this Article I. The Board of Directors may change the address of the registered office from time to time as it deems fit.

The Purposes of the Corporation are set forth in the Articles of Incorporation of the Corporation.

ARTICLE II

DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Appointment and Terms. The Board of Directors shall be comprised of the members of the Missouri Public Service Commission (the "Commission") and the public counsel of the Missouri Office of the Public Counsel. Initially, the number of directors is six, comprised of the five members of the Commission and the Public Counsel. The initial directors shall consist of the individuals designated in the Corporation's Articles of Incorporation. Each Director shall serve a term that corresponds to such person's service as a member of the Commission or Public Counsel, as the case may be, unless he or she sooner resigns or is sooner removed and, upon the conclusion of such service, shall continue to serve

until his or her successor shall have been duly appointed and qualified. Each of the directors shall be considered designated or appointed for purposes of §355.331 RSMo. All future vacancies shall be filled as provided in Article II, Section 8 of these By-Laws. Notwithstanding anything herein apparently to the contrary, any person may serve as both a Director and an officer of the Corporation.

Section 3. Removal. Directors will be removed from office by the termination of their service as a member of the Commission or the public counsel, as the case may be.

Section 4. Regular and Special Meetings. Regular and special meetings of the Board of Directors shall be held in the agenda room of the Commission unless otherwise determined by the Board. All meetings of the Board of Directors shall be open to the public in accordance with Chapter 610, RSMo (Cum. Supp. 1997). The Chairperson or three directors may call a special meeting of the Board of Directors.

Section 5. Notice. Subject to the requirements of Chapter 610 RSMo, the time of each meeting and the matters to be discussed will be posted at the Commission offices and will be available to the public by accessing the Commission's home page on the Internet. Unless otherwise determined by the board of directors, this will be the only notice of each meeting.

Section 6. Quorum. A majority of the Board of Directors currently serving shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, provided that if less than a quorum of the Board of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy created on the Board of Directors as the result of the resignation, removal of a Director, or otherwise, shall be filled in the same manner as a vacancy on the Commission or a vacancy of the public counsel of the Missouri Office of Public Counsel, as the case may be, is filled.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairperson, Secretary and such other officers as the Board deems appropriate. Any two or more offices may be held by the same person, except for the offices of Chairperson and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at a meeting held immediately after each regular meeting of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies in any office may be filled, or new offices may be created and filled, at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside over the regular and any special meetings of the board unless otherwise provided by a majority of the board. The Chairperson shall sign any deeds, mortgages, bonds, contracts, or other instruments as may be necessary in the ordinary course of the Corporation's activities or which the Board of Directors have authorized to be signed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Secretary. Unless the Board of Directors has elected or appointed other officers for the Corporation, the Secretary shall be the only other officer of the Corporation besides the Chairperson. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose, such minutes shall be open records in accordance with Chapter 610, RSMo (Cum. Supp. 1997); (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, if any; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 7. The Vice Chairpersons. If one or more Vice-Chairpersons have been elected or appointed by the Board, in the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson (or in the event there is more than one Vice

Chairperson, the Vice Chairpersons in the order designated by the Board of Directors, or if not so designated, in the order of the election) shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 8. Assistant Secretaries. Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Secretary, or by the Chairperson or the Board of Directors.

ARTICLE IV

MISSOURI UNIVERSAL SERVICE FUND

Section 1. The Board of Directors shall establish a Missouri Universal Service Fund (the "Fund") consistent with §392.248 RSMo (Cum.Supp.1997) and rules adopted from time to time by the Commission. The Fund shall be administered by an independent neutral fund administrator selected by the Board of Directors consistent with the requirements set forth in §392.248 RSMo (Cum.Supp.1997) and rules adopted from time to time by the Commission.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer, agent, or agents, to enter into any contract or sign and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chairperson or the Secretary, or by such other officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Chairperson or the Board of Directors may select.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be the fiscal year of the State of Missouri.

ARTICLE VII

SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Missouri" and any other words or forms designated by the Board of Directors.

ARTICLE VIII

AMENDMENTS

The Board of Directors shall have the power to make, amend, and repeal additional and supplementary bylaws, and amend and repeal these bylaws, at any regular or special meeting thereof, and notice of any such proposed additional or supplementary bylaws, or the proposed repeal or amendment of any bylaws need not be included in the call of said meeting. Any amendment or repeal of these bylaws so made by the Board of Directors may, unless otherwise expressly provided in the Articles of Incorporation, be amended, repealed or the former bylaw(s) reinstated. Notwithstanding the foregoing, no change in the Bylaws may be inconsistent with the Articles of Incorporation or §392.248 RSMo (Cum. Supp. 1997).

Missouri Universal Service Board, Inc.

By: Robert S. Johnson

Dated: May 20 1998