

BYLAWS OF
1-800 AMERICAN FREE TRADE ASSOCIATION, INC.

Adopted April 1, 2002

ARTICLE I
Name and Objectives

Section 1. Name. The name of the Association shall be 1-800 American Free Trade Association, Inc.

Section 2. Objectives. The objectives of the Association are to foster and promote the interests of its members by:

- (a) Advancing sound business practices within the toll-free telephone services number industry;
- (b) Cooperating with other organizations in matters of common interest and for proper promotional purposes;
- (c) Compiling and furnishing information, including statistical data, as to matters of interest to its members;
- (d) Taking such other action as may be deemed by its Board of Directors to be in furtherance of the interests of its members or the industry generally, but nothing contained in these bylaws or in the Certificate of Incorporation shall authorize the Association to perform or engage in acts or practices which are violative of the antitrust or other laws of the United States or the State of Vermont.

ARTICLE II
Membership

Section 1. Membership. Membership is open to organizations, companies, or entities having an interest in toll-free communications who support an open market environment in the toll free industry. Further criteria for membership are set forth in the "1-800 AFTA Membership Guidelines," as amended from time to time by the Board of Directors. Applicants for membership must submit their applications to the Membership Committee of the Board of Directors. Applicants will be admitted as members if recommended by the Membership Committee and approved by the Board of Directors.

Section 2. Classes of Membership. There shall be five classes of membership: Founding Members, Members, Associate Members, Vendor Members and Special Members.

(a) Founding Members will be any organization, company, or entity that has participated in any of the development work of the Association from the January 30, 2002 organizational meeting, through the July 30, 2002 kickoff meeting.

(b) Members (and Founding Members) have full voting rights to elect Board members, full membership voting rights, may participate in all Board meetings, and may be elected to the board and/or any committees formed by the Board.

(c) Associate Members receive all routinely distributed information, and may participate at Board meetings by invitation.

(d) Vendor Members receive membership contact information for the purposes of marketing products and/or services to the Membership.

(e) Special Members are awarded membership by the Board for the value their membership may contribute to the Association, and receive full membership status.

Section 3. Duties of Members. All members shall be required, as a condition of membership in the Association, (a) to pay on a timely basis all dues and assessments as may be fixed from time to time by the Board of Directors and (b) to furnish on a timely basis such statistical information as the Board of Directors decides to collect. The Board of Directors shall also have the power to assess members from time to time to pay any unbudgeted expenses accrued or incurred by the Association.

Section 4. Resignation. Any member may resign from the Association at any time upon thirty (30) days written notice to the Association, but such member shall be obligated to pay all dues and assessments for all budgeted expenses accrued or incurred prior to the date of resignation and for all unbudgeted expenses of which such member received notice at least thirty (30) days prior to submission of its resignation.

ARTICLE III

Membership Meetings

Section 1. Annual Meeting. The annual meeting of the members shall be held each year in March on such date and at such time and place as may be designated by the Board of Directors, for the election of directors and the transaction of such other business as may properly come before said meeting.

Section 2. Special Meetings. A special meeting of the membership may be called by (a) the President, (b) a majority of the Board of Directors, or (c) 50% of the members.

Section 3. Notice of Meetings. At least ten days' notice of the annual or any special meeting shall be given by the Secretary to all members entitled to vote, but shorter notice may be given where necessary in the case of special meetings. All notices shall be delivered in writing

and may be delivered electronically or by facsimile copier.

Section 4. Quorum. One-half of the members of the Association who are entitled to vote and are then in good standing shall constitute a quorum at the annual or any special meeting.

Section 5. Voting. Each Founding Member, Member, Associate Member and Special Member in good standing shall be entitled to vote in person or by proxy. Vendor Members shall not be entitled to vote. A firm or association may be represented at any meeting by an officer or any member of its staff designated by it for that purpose, but shall be entitled to only one vote. Votes for directors shall be by ballot. All questions, the manner of deciding which is not otherwise prescribed, shall be decided by majority vote of the members who are entitled to vote and are present in person or by proxy.

ARTICLE IV Board of Directors

Section 1. Composition and Duties. The management and direction of the affairs of the Association shall be vested in the Board of Directors, consisting of not fewer than three nor more than eleven members. Directors shall, to the extent practicable, be chosen from various sectors of the industry in order that the Board shall be composed of members with diverse backgrounds within the industry.

Section 2. Term. Directors shall be chosen at the annual meeting of the members, or at the next succeeding special meeting, and each director shall serve until the next annual meeting or until his successor is duly elected and qualifies.

Section 3. Vacancies; Removal. Any vacancy on the Board of Directors resulting from death, resignation or other cause shall be filled by the remaining directors, either by majority vote at the next regular or special meeting or by the unanimous vote by written ballot circulated by the Secretary in advance of such meeting. Any director may be removed with or without cause by a two-thirds vote of the entire Board, at any special meeting of the Board duly called for that purpose. The notice for such meeting shall indicate that one of the purposes of the meeting is to consider the removal of a director.

Section 4. Meetings. The Board of Directors shall hold an annual meeting following the annual membership meeting and such special meetings as may be called for by (a) the President, or (b) one-third of the directors. Notice of any special meeting shall be given by the Secretary to all directors as far in advance of the date of such meeting as may be practicable.

Section 5. Quorum. One-half of the directors shall constitute a quorum for the transaction of business at any regular or special meeting. Action taken by a majority of the directors present at such a meeting shall be the act of the Board. Directors unable to be present at a meeting may not be represented by proxy, but the directors may vote to admit to the meeting a limited number of guests who may state the position of member companies. Any one or more members of the Board may participate in a meeting of the Board by means of a conference

telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Action by the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

ARTICLE V

Officers

Section 1. Officers. The officers of the Association shall be the President, the Vice President, the Treasurer and the Secretary. The President and Treasurer shall be elected in even numbered years (except that an election may be held in an odd numbered year to fill the unexpired part of a term created by a vacancy), and the Vice President and Secretary shall be elected in odd numbered years (except that an election may be held in an even numbered year to fill the unexpired part of a term created by a vacancy). The officers shall be elected by the Board of Directors to hold office for a term consisting of two years, or the unexpired part of such a term remaining in the event of a vacancy, as the case may be, such election to take place upon the expiration of a term or the existence of a vacancy in an office. The Board of Directors may elect officers up to a maximum of two terms for each office, excluding any time served in filling a vacancy. Each officer shall serve until his successor has been duly elected and qualified, but shall be subject to removal at any time, with or without cause, by vote of not fewer than two-thirds of the directors present at any regular or special meeting.

Section 2. President. The President, who shall be elected from the membership of the Board of Directors, shall be the chief executive officer of the Association. He shall preside at all meetings of the members and directors, and shall have such powers and duties as are usually incident to his office.

Section 3. Vice President. The Vice President shall be elected from the membership of the Board of Directors. In case of absence or inability of the President to act, the Vice President shall act in his place with the full authority conferred by law and these bylaws on the President.

Section 4. Treasurer. The Treasurer (who may also serve as Vice President) shall have such powers and duties as may be assigned to him from time to time by the President or by the Board of Directors, or as are generally incident to such office. He shall prepare and submit to the annual meeting of the members a financial statement of the Association, and shall report from time to time to the Board of Directors on all expenditures and other payments from the Association's funds.

Section 5. Secretary. The Secretary shall have such powers and duties as may be assigned to him from time to time by the President or by the Board of Directors and shall perform the duties usually incident to such office.

Section 6. Executive Director. The Board of Directors may appoint an Executive Director, who may also serve as Secretary, but the Executive Director shall not be considered an officer. The limitation on the number of terms an officer may serve shall not apply to a Secretary who is also the Executive Director. If an Executive Director is appointed, he shall be the chief operating official of the Association, responsible for the maintenance of its office, the supervision of its staff, and the conduct of its routine business and correspondence may serve as an ex officio member of such committees and perform such duties as the President or the Board of Directors may assign.

Section 7. Compensation. No officer shall receive compensation for his services as such, but the Board of Directors may provide for the payment of expenses of officers, directors, and members of standing committees.

ARTICLE VI Committees

Section 1. Number of Committees. The Board of Directors shall appoint the following standing committees of the Association at its first meeting held after the annual meeting of members: Executive, Financial/Oversight, Membership and Regulatory Affairs.

Section 2. Duties. The standing committees of the Association, and such other standing and special committees as may be established from time to time by the Board of Directors, shall have such duties as the President or the Board of Directors may assign. Members of committees other than the Executive Committee need not be directors. All committees shall be responsible to the Board of Directors. Committee members shall hold office until the appointment of their successors, but shall be subject to removal at any time, with or without cause, by vote of a majority of the directors.

ARTICLE VII Finances

Section 1. Dues. The members shall pay annual dues in sufficient amount to meet the total budget for the Association as approved by the Board of Directors, which may include a payment toward the Association's reserve fund. The first installment of annual dues shall be payable no less than forty-five (45) days after the receipt of notice from the Board of Directors. The members shall also pay such additional assessments as may from time to time be imposed by a vote of two-thirds of the directors present at any meeting at which the assessment shall be voted upon provided that no such special assessment shall be payable less than forty-five (45) days after the date on which Members receive notice of such assessment. Additional assessments shall be allocated among different classes of Members in the same proportion as membership dues .

Section 2. Disbursement. Funds of the Association shall be disbursed only by checks or other instruments signed by the Secretary and by the Treasurer or such other person as may be authorized by the Board of Directors, in accordance with instructions of the President or upon itemized vouchers approved by such officers, committees, agents or other persons to whom power of approval has been delegated by the Board of Directors.

Section 3. Nonpayment of Dues. Any member may be suspended or expelled for failure to pay dues or assessments, by vote of a majority of the Board of Directors. A member who has been so expelled, or who has resigned from the Association, shall remain liable for all dues and assessments then in accordance with the provisions of Article II, Section 4.

ARTICLE VIII Suspension or Expulsion

Section 1. The Board of Directors shall have the power to suspend or expel members of this Association for violating any of the provisions of the Bylaws, or violating any of the decisions, orders, prohibitions or regulations of the Board of Directors, or any other act of the Board of Directors; or for any conduct interfering with the objects of the Association or deemed injurious to its interests or the interests of its members.

Section 2. A member shall be suspended or expelled in accordance with Article VIII, Section 1 only upon the affirmative vote of a majority of the Board of Directors present and constituting a quorum, and all interest in the property of the Association of persons ceasing to be a member by expulsion or otherwise shall thereupon vest absolutely in the Association.

ARTICLE IX Indemnification

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the person, his or her testator or intestate was a director, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X Amendment

These bylaws may be amended, modified or repealed, and new bylaws may be added, by either a majority of the members of the Association who are entitled to vote, or two-thirds of the Board of Directors, present in either case at a regular or special meeting, provided that the notice of any such meeting shall set forth the text of any proposed amendment to come before the meeting.