

INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION

BYLAWS

ARTICLE I

NAME

The name of this Association shall be the "Independent Telecommunications Pioneer Association, Inc.", and it may be known as the Independent Telecommunications Pioneer Association (ITPA).

ARTICLE II

PURPOSE

The purpose of this Association shall be to provide independent telecommunications industry associates, through Chapters and Clubs, a practical means to (1) form enduring friendships, (2) render altruistic service (3) build better communities, (4) promote a national charitable activity which all members can support, and (5) preserve the history, traditions and ideals of the independent telecommunications industry.

ARTICLE III

LOCATION

The general office of this Association shall be located at such place as the Board of Directors may designate.

ARTICLE IV

MEMBERSHIP

Section 1. Classes and Rights. Membership in this Association shall be divided into three classes: Active, Life and Sponsor Members.

Members shall not have voting rights; however Active and Life Members shall participate in the election or appointment of one Delegate to represent their Chapter or Club at the Association's annual meetings.

Section 2. Active Class. Active Members shall be men and women of good standing who are currently engaged or were engaged in the telecommunications industry, have retired from the industry, or are immediate family members of the employed or retired person.

Section 3. Life Class. Life memberships may be granted to those Members who have been engaged in the telecommunications industry for a period of not less than 40 years and who have been Members of the Association for not less than 15 years. Life Members shall not be required to pay dues.

Section 4. Sponsor Class. Sponsor Members shall be telephone operating companies, associations, manufacturing or supply companies, or other companies within the telecommunications industry. Sponsor Members shall not have the right to vote. This is the only class in which a non-individual can participate in the Association.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall direct the affairs of this Association.

Section 2. Composition. The Board shall consist of the President, one or more Vice Presidents, Secretary, Treasurer, three immediate Past-Presidents, Region Vice Presidents, one or more

Directors-at-Large, not to exceed six in number, and one or more Director Emeritus, voice but not vote.

Section 3. Quorum. One third of the total number of Directors fixed in Section 1 shall constitute a quorum for each meeting of the Board; Director Emeritus may not vote and shall not be counted for purposes of a quorum.

Section 4. Organizational Meeting, Elections. An organizational meeting of the Board shall be held within three days of the annual meeting at such time and place as the President shall designate. No written notice shall be required for such meeting of the Board, but due notice shall be given either orally or in writing or by announcement during the annual meeting.

Section 5. Special Meetings. Special meetings of the Board may be called by the President, and shall be called promptly by the Secretary upon written demand submitted to the Secretary from at least one-fourth of the total number of actual, not authorized, Directors. Special meetings of the Board shall be held at such time and place as shall be stated in the call for said meeting. Notice of each special meeting shall be given by the President or Secretary at least 15 days prior to the date of said meeting, and shall be deemed given when deposited in the U.S. Mail or with a private carrier, postage prepaid, addressed to the member's address as listed in the membership book of the Association or when sent electronically to the address on file in the National office. When necessary, special meetings of the Board may be conducted via teleconference call.

Section 6. Interim Actions. During the interim between meetings of the Board, the President is authorized, at his discretion, or when so directed by the Board, to submit questions by U.S. or electronic mail to Directors for a poll on matters of Association business. The President is authorized to act in good faith in accordance with the results of such poll. Action taken by the President in accordance with such a poll shall be ratified at the next regular or special meeting of the Board. The President is also authorized to obtain unanimous written consent of directors to take Board action.

Section 7. Notice of Board Meetings. Notice of any meeting of the Board or of the Executive Committee may be waived in writing. Attendance at the premises where the meeting is held, with knowledge of the scheduled meeting, shall be deemed to be the equivalent of a waiver unless the individual attends and objects to the holding of a meeting without due notice.

Section 8. Director Emeritus. Current or past Board members may be elected to the position Director Emeritus. Director Emeritus is a lifetime honor bestowed on current or past Board members in recognition of service and commitment to the Association. Directors Emeritus shall receive notice of all meetings, but may not vote at Board meetings and shall not be counted for purposes of obtaining a quorum.

Section 9. Past-President. Past-Presidents are individuals who have served the association as President for one or more full term. The three most recent Past-Presidents are eligible to be elected to the Board of Directors.

ARTICLE VI OFFICERS

Section 1

(a) Designation. The officers of this Association shall be a President, one or more Vice Presidents, Region Vice Presidents (one from each of the Association's regions), a Secretary, a Treasurer, and at the discretion of the Board, an Assistant Secretary and an Assistant Treasurer. The same individual may hold the office of Secretary and of Treasurer. No other officer or director shall serve in more than one office simultaneously.

(b) Election & Term. The officers of the Association shall be elected by the Board at the Organizational Meeting referred to in Article V, Section 4 of these Bylaws on the basis of a report submitted by the Nominating Committee. Members of the Association may submit nominations for consideration of the Nominating Committee prior to the annual board meeting at which officers are elected. The term of each officer shall be for one year. The officers shall serve without compensation, but may be reimbursed for documented expenses incurred in the performance of the duties of their office.

Section 2. President. The President shall preside at all meetings of the Executive Committee, the Board, and the annual meeting of the membership. He shall have authority to call meetings of the Executive Committee, designate new committees and appoint members of such committees as permitted by these bylaws and to appoint the members of other committees authorized by the Board. The President shall be an ex-officio member of all committees. The President shall perform such other duties normally incident to the office, or as may be delegated to him/her by the Executive Committee or the Board.

Section 3. First Vice President. The First Vice President shall assist the President in the discharge of the duties of that office. During the absence or disability of the President, the First Vice President shall succeed to all the powers and perform all the duties of the President as long as such absence or disability continues. In case of a vacancy in the office of the President, the Vice Presidents shall succeed in office according to their rank, and the resulting vacancy shall be filled by the Board at its next meeting.

Section 4. Second Vice President. The Second Vice President shall have such powers and perform such duties as may be assigned by the President, the Executive Committee, or the Board.

Section 5. Region Vice Presidents. The Region Vice Presidents shall encourage Pioneer activity in accordance with the charter and bylaws of the Association, shall maintain frequent contacts with the Chapters and Clubs in their respective regions, confer with the Chapters and Clubs regarding Pioneer activities and perform such other duties as may be assigned to them by the President, the Executive Committee, or the Board.

Section 6. Secretary. The Secretary shall keep a membership database provided by the National office, listing the names and addresses of all members. Any termination of membership shall also be recorded. The Secretary shall keep the minutes of all meetings of the Executive Committee, the Board, and of the annual meeting of the Association, and shall perform such other duties as pertain to this office.

Section 7. The Treasurer shall have custody of all funds, accounting for the same annually and at any other time upon demand by the Executive Committee or by the Board, and shall perform such other duties as pertain to this office.

Section 8. Assistant Officers. Any Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned to them by the Executive Committee or by the Board, and shall perform the duties of the Secretary and the Treasurer, respectively, in the event of resignation, absence or disability.

ARTICLE VII COMMITTEES

Section 1. There shall be the following standing committees:

(a) Executive Committee. The Executive Committee shall consist of the President, the Vice Presidents, the Past-President who has most recently served as President, the Secretary and the Treasurer who are current members of the Board and who are approved by the Board. If the Secretary/Treasurer is the same person, the Board may elect an Assistant Treasurer or Assistant Secretary who will also be a voting member of the Executive Committee. The Executive Committee is delegated the authority to exercise the power of the Board by action taken at the meetings of the Committee. Meetings of the Executive Committee may be called by the President, and shall be called promptly by the Secretary upon written demand to the Secretary from at least three members of the Executive Committee. The time and place shall be stated in the call for such meeting. Notice of each meeting must be given at least 15 days prior to the date of such meeting. Notice shall be deemed given when deposited in the U.S. Mail or with a private carrier, postage prepaid, addressed to the member's address as listed on the rolls of the Association or when sent electronically to the address on file in the National office. Emergency meetings, designated as such, may be called on shorter notice, which need not be written. Three members of the Executive Committee shall constitute a quorum at all meetings of the Committee. Executive Committee action shall be subject to ratification at the next regular or special meeting of the Board.

(b) Nominating Committee. The President shall appoint the members of the Nominating Committee at least 90 days prior to the convening of the annual meeting. This Committee shall be responsible for recommending a list of candidates for the elective positions on the Board to be voted on at the Association's annual meeting of Delegates, and the officers, Past-Presidents and Directors Emeritus to be voted on at the organizational meeting of the Board. This Committee may respond to inquiries about possible nominees for the Hall of Fame Honors Committee, the Hall of Fame Honors Court, the directors and officers of the Independent Telecommunications Historical and Hall of Fame Foundation and the directors and officers of the Independent Telecommunications Pioneer Association Foundation, Inc. (Charitable Foundation). The nominating committee shall consist of the three most recent past presidents who are willing to serve on the committee. The most recent past president shall chair the committee.

(c) Audit Committee. The Audit Committee shall audit the financial transactions of the Association and shall assure that the Association is operating in accordance with statutory requirements, and submit an audit report to the Board annually. The President shall appoint the members of this Committee. The appointment of the members of this Committee shall be subject to Board ratification.

Section 2. Other Committees. Other committees to carry out the business of the Association may be created by the Board or the Executive Committee and its members appointed by the President. These committees may include, but are not limited to an Awards Committee; Bylaws Committee; Finance Committee; Historical Committee; Leadership Development Committee, Member Services Committee; Membership Committee; Fund Raising Committee; National Project Committee; Planning Committee and Public Relations Committee.

Section 3. Meetings. Except for the Annual Meeting of Delegates (Article X), Meetings of the Board of Directors and Committees may be held by teleconference or by electronic mail provided required notice is given to each member of the Board or Committee holding the meeting.

ARTICLE VIII DUES

Section 1. Amount. The amount of annual dues for members shall be determined by the Board from time to time. Dues shall be billed annually at the end of the calendar year for the next calendar year, and shall be remitted to the Association headquarters.

Section 2. Payment. Membership dues are payable upon receipt of statements. Any member whose dues for the current calendar year remain unpaid after the published Delinquent Date for that year shall be dropped from membership in the Association.

Section 3. Chapters and Club Reimbursement. The Association shall reimburse the Chapters and Clubs a percentage of the annual dues as determined by the Board. Chapters or Clubs which have not remained active during the year and which have not submitted an annual report acceptable to the Board shall not be eligible for any such reimbursement. A Chapter or Club that has not abided by the provisions of its Bylaws to hold an annual meeting for the purpose of electing its directors; has not elected its officers; and has not held at least one open membership business meeting, one membership social event and one community service project within its calendar/fiscal year shall be considered inactive.

ARTICLE IX DELEGATE VOTING

Section 1. Election of Delegates, Qualifications & Proxy. Each Chapter and Club shall elect a delegate to attend the annual meeting. Only those persons currently employed in or retired from the telecommunications industry shall be eligible to serve as delegate. Should the elected delegate not be able to attend the annual meeting, a written proxy will be accepted.

Section 2. Notice Requirements for Voting. Written notice of the name of the Chapter or Club delegate who will be in attendance at the annual meeting must be received in the ITPA's headquarters office at least thirty (30) days prior to the scheduled meeting. Delegates will not be entitled to vote, either in person or by proxy, unless such notice has been given.

Section 3. Voting. Each Delegate shall be entitled to one vote on any matter submitted to a vote of the Delegates.

ARTICLE X MEETINGS OF DELEGATES

Section 1. Meetings & Notice. The annual meeting of the Association shall be held at a time and place designated by the Board.

Section 2. Quorum. The Delegated will receive reports from the President, Treasurer, Committee Chairpersons and an Officer of each of the related Foundations. These reports may be either oral or written.

Section 3. The Nomination Committee shall submit a report to the Annual Meeting of Delegates recommending election of the officers of the Association (Article V, Section 2). The terms of office for Region Vice President and Director-At-Large shall be staggered so that approximately one-half of the total number in each category will be elected each year. The delegates shall approve the Nominating Committee report.

Section 4. Vacancies on the Board of Directors. Any unfilled or expired terms created by vacancies shall be filled by an affirmative vote of a majority of the Executive Committee upon recommendations of the Nominating Committee represented at the previous Annual Meeting of the Association. The individual filling the term shall be designated as “Acting” and will serve for the duration of the original office being filled.

Section 5. Quorum. A quorum shall consist of no less than one-fourth of the delegates entitled to vote.

ARTICLE XI **CHAPTERS AND CLUBS**

Section 1. Autonomy. Chapters and Clubs of the Association are autonomous and independent groups of members who may organize for fellowship purposes or to pursue the general goals and objectives of the Association. They shall be permitted to use the materials and assistance of the Association, but shall have no power to bind the Association or any part of the Association, act on its behalf, or subject it to financial or other commitments, without specific written authority of the Board or Executive Committee.

Section 2. Formation. Subject to approval of the Board, a local Club may be formed, and at its discretion may affiliate with the Chapter serving the area. Any number of members may constitute a Club.

Section 3. Reporting Requirements. Chapters and Clubs must submit for Board consideration an annual report of activities acceptable to the Board. Any chapter or Club failing to submit such a report shall not be entitled to receive the material and assistance of this Association until such report is submitted to the Board and determined to be acceptable.

Section 4. Bylaws. Chapters and Clubs may adopt bylaws, provided such bylaws shall not conflict with the goals, objectives and bylaws of the Association.

ARTICLE XII **PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and where they are not inconsistent with these bylaws.

ARTICLE XIII **DISSOLUTION**

Section 1. Vote Required. The Association may be dissolved by an affirmative vote of at least two-thirds of the Delegates entitled to vote, or by an affirmative vote of at least two-thirds of the actual, not authorized, members of the Board.

Section 2. Distribution of Assets. In the event of dissolution, all of the remaining assets of the Association not obligated elsewhere shall be distributed to organizations which have been ruled exempt by the Internal Revenue Service under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws, the specific nature and terms of the distribution to be determined by the Board.

ARTICLE XIV **INDEMNIFICATION AND LIABILITY**

Section 1. Indemnification. The Board shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer or agent of this Association and was acting in good faith, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred.

Section 2. Liability. In the absence of fraud or bad faith, the directors and officers of the Association shall not be personally liable for debts, obligations, or liabilities.

ARTICLE XV AMENDMENTS

These bylaws may be amended at any annual meeting by an affirmative vote of two-thirds of the Active not authorized. Chapter and Club delegates present and voting, provided notice of the proposed action has been included in the meeting notice sent to Chapter and Club presidents. Changes in the bylaws shall be described to the membership within a reasonable time after the annual meeting.

ARTICLE XVI DESCRIPTIVE TERMS

It is understood that whenever a word is used which seems to indicate the singular, the plural or a specific gender, that word is generic and may cover the singular and plural and persons of either gender.