

**Amended and Restated Bylaws**  
**of the**  
**International Telecommunications Society**

**Adopted: 12 June, 2006**

Amended and Restated Bylaws of the  
International Telecommunications Society (the “Corporation”)  
(formed under the Delaware Nonprofit Corporation Law)

Article I: Offices

**1.01 Location.** The principal office of the Corporation shall be located within or without the State of Delaware, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

Article II: Membership

**2.01 Membership.** The members of the Corporation shall be all those defined as active members by meeting one of the following criteria:

- a. individuals who pay the dues prescribed in Article VI and elect to have the membership in their name, or
- b. institutions that are defined as (1) non-profit or (2) governments that have a sector of their activities associated with an academic or institutional interest in the telecommunications field and pay the dues as prescribed in Article VI, or
- c. companies that are active in the telecommunications and information sectors that have an interest in the activities of the Corporation and pay the dues as prescribed in Article VI.

Only those members defined as active members are entitled to vote, participate in nominations or elections and become part of the Board or Corporation committees.

**2.02 Term of Membership.** The term of membership shall begin when the membership dues are paid pursuant to Article VI and shall terminate at such time as the member fails to pay renewal dues, any due installment or assessment by the date they are due.

**2.03 Meetings.** Meetings of the membership may be called at any time by the Chairman or by the Board of Directors.

**2.04 Place and Time of Meetings.** Meetings of members may be held at such place, within or without the State of Delaware, and at such hour as may be fixed in the notice of the meeting. The notice may also provide that members may attend by phone or similar communication method, provided that all persons participating in the meeting can hear

each other at the same time, and such notice shall provide a number for the members who cannot attend in person to call in to participate in the meeting.

**2.05 Notice of Meetings.** Written notice of each meeting of the members shall be given that shall state the place, date and hour of the meeting and shall state the purpose or purposes for which the meeting is called.

The written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice shall be deemed given when deposited in the United States mail or with the similar mail service of another country, postage prepaid, directed to a member's address as it appears in the records of the Corporation. If faxed, such notice shall be deemed given upon receipt of a fax confirmation that the notice was faxed to the fax number as it appears in the records of the Corporation. If emailed, such notice shall be deemed given upon the email being sent to the email address as it appears in the records of the Corporation.

An affidavit of the Secretary that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

**2.06 Waivers of Notice.** Whenever notice is required to be given by law, the Certificate of Incorporation or these Bylaws, a written waiver signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when that person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

**2.07 Quorum.** One-third of the members of the Corporation shall constitute a quorum at a meeting of members, and the affirmative vote of a majority of such members present or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the members.

**2.08 Proxies.** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person to act for the member by proxy, but no person other than a member shall be so authorized. Every member may authorize another person to act for the member as proxy in the manner provided by law. No proxy shall be valid after three years from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**2.09 Voting.** Each member shall be entitled at every meeting of the members to one vote. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by the affirmative vote of a majority of the members present or represented by proxy and entitled to vote thereon.

**2.10 Informal Action by Members.** Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required to be taken by the members at any meeting may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting. Such written consents shall be delivered to the Corporation at its registered office, its principal place of business, or to an officer or agent of the Corporation having custody of the book in which proceedings of this sort are recorded. Prompt notice of the taking of the corporate action without meeting by less than unanimous written consent shall be given to those members who have not consented in writing. In the event that the action that is consented to is such as would have required the filing of a Certificate of Incorporation by law, if such action had been voted on by members at a meeting thereof, the Certificate filed shall state, in lieu of any statement required by law concerning any vote of members, that written consent has been given in accordance with the Delaware General Corporation Law and that written notice has been given.

### Article III. Board of Directors

**3.01 Power of Board and Qualifications of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

**3.02 Number of Directors.** The number of directors constituting the entire Board of Directors shall be not less than twenty-five (25) and not more than forty-five (45). Each director shall also be an active member of the Corporation. Failure to remain an active member of the Corporation shall result in immediate removal from the Board of Directors. The number of directors may be increased or decreased by amendment of the Bylaws, by action of the members or by action of the Board. The Board of Directors shall consist of three groups or classes, Class A, Class B and Class C. Each class shall be of equal or nearly equal size.

**3.03 Election and Term of Directors.** At each biennial meeting of the Board of Directors, a new group or class of directors shall be elected by the directors. The normal term of service for which each director is elected shall be six years. Each group or class of directors shall be elected so that approximately one-third (1/3) of the directors' terms expire every two years.

**3.04 Vacancies and Newly-Created Directorships.** Vacancies and newly-created directorships resulting for any reason may be filled from those persons who are then members by a majority vote of the directors. A director elected to fill a vacancy shall hold office until the normal expiration of the term that he is occupying.

**3.05 Removal of Directors.** Any one or more of the directors may be removed with or without cause at any time by action of the members, provided that written notice of such removal is given to any director so removed pursuant to Del. Code Ann. Tit. 8 §141(k).

**3.06 Resignations.** Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein and, unless specified therein, no acceptance of such resignation shall be necessary to make it effective.

**3.07 Quorum of Directors and Action of the Board.** Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and, except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board.

**3.08 Meetings of the Board.** Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board or twenty percent (25%) of the directors. Meetings of the Board of Directors may be held at such place within or without the State of Delaware as may be fixed by the Board for regular meetings and in the notice of meeting for special meetings.

**3.09 Notice of Special Meetings.** Written notice of each special meeting of the Board shall state the place, date and hour of the meeting and shall state the purpose or purposes for which the meeting is called.

The written notice of any special meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice shall be deemed given when deposited in the United States mail or with the similar mail service of another country, postage prepaid, directed to a director's address as it appears in the records of the Corporation. If faxed, such notice shall be deemed given upon receipt of a fax confirmation that the notice was faxed to the fax number as it appears in the records of the Corporation. If emailed, such notice shall be deemed given upon the email being sent to the email address as it appears in the records of the Corporation.

An affidavit of the Secretary that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

**3.10 Informal Action by Directors; Meetings by Conference Call.** Unless otherwise restricted by the Certificate of Incorporation or the Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the then members of the Board consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference call or similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**3.11 Compensation of Directors.** The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, as provided in annexed Appendix A, which may be updated from time to time by a majority vote of the Board of Directors. In exceptional circumstances, the Chairman, with the approval of disinterested members of the Executive Committee, and subject to annual ratification by disinterested members of the Board, may contract, either directly or indirectly, for personal services to be performed on behalf of the Corporation by another member of the Board where those services are normally or habitually contracted out to one or more independent third party or parties but where the services of such independent third party or parties cannot be obtained on terms acceptable to the Corporation.

#### Article IV. Committees

**4.01 General Provisions.** The Board of Directors may by resolution passed by a majority of the entire Board designate one or more committees of the Board, each committee to consist of one or more directors of the Corporation.

**4.02 Executive Committee.** There shall be an Executive Committee comprised of the officers of the Corporation, the chairs of each of the member committees of the Board and the immediate past chair of the Corporation. Meetings of the Executive Committee may be called by the Chair of the Corporation. The written notice of any such meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed such notice shall be deemed given when deposited in the United States mail or with the similar mail service of another country, postage prepaid, directed to an Executive Committee member's address as it appears in the records of the Corporation. If faxed, such notice shall be deemed given upon receipt of a fax confirmation that the notice was faxed to the fax number as it appears in the records of the Corporation. If emailed, such notice shall be deemed given upon the email being sent to the email address as it appears in the records of the Corporation.

A majority of the entire Executive Committee shall constitute a quorum for the transaction of business, and the vote of a majority of the committee members present at the meeting at which a quorum is present shall be the act of the Executive Committee.

Unless otherwise restricted by the Certificate of Incorporation or the Bylaws, any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a majority of the then members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Committee.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Executive Committee may participate in a meeting of such Committee by means of conference call or similar communications equipment,

provided that all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**4.03 Member Committees.** The Corporation initially authorizes six Board committees whose purpose is to review and act on issues within the jurisdiction of the committee. Each director is required to serve on at least one committee and may serve on more than one committee with the approval of the Chair.

The initial committees are as follows:

- a. Strategic Planning Committee
- b. Conference and Seminars Committee
- c. Publications Committee
- d. Marketing and Promotions Committee
- e. Membership and Nominations Committee
- f. Finance Committee

These committees are the initial committees at the time of the adoption of these Bylaws and may be changed by the majority vote of the Board of Directors. A current list of the committees and their responsibilities is contained in annexed Appendix B and shall be updated when the committees are changed by the Board of Directors.

**4.04 Committee Rules.** The Board of Directors shall adopt rules for the conduct of committee business. The current set of rules is attached hereto as annexed Appendix C. In the event the Board of Director shall amend or revise these rules, which can be done by a majority vote of the Board, the Secretary shall replace Appendix C with the current set of rules.

**4.05 Service of Committees.** Each member of a committee of the Board of Directors and the chairs of those committees shall serve at the pleasure of the Chair of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Corporation.

**4.06 Records.** Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

#### Article V. Officers, Agents and Employees

**5.01 Officers.** The Board of Directors shall elect or appoint from among its members a Chair of the Board, a Vice-Chair of the Board, a Secretary and a Treasurer. The Board may also elect or appoint, at its discretion, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternative titles as it considers desirable. The Board of Directors shall elect or appoint such officers with such titles and duties as shall be stated in a resolution of the Board that is not inconsistent with these Bylaws. Any two or more offices may be held by the same person.

**5.02 Term of Office, Vacancies and Removal.** Each officer shall hold office for the term for which that officer is elected or appointed and until the successor to that officer is elected or appointed or until the officer's earlier resignation or removal. All officers shall be elected or appointed by the Board of Directors at a meeting called for such purpose. Vacancies resulting from any resignation or removal may be filled by the Board of Directors. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of the predecessor in that office. Any officer may be removed by the Board with or without cause at any time.

**5.03 Resignation.** Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

**5.04 Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided or specified by the Board and, to the extent not so provided or specified, as generally pertain to their respective offices.

a. *Chair.* The Chair shall serve as the chief executive officer of the Corporation. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee and, subject to the supervision of the Board of Directors, shall perform all the duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

b. *Vice-Chair.* In the absence of the Chair or in the event of an inability or refusal to act on the part of the Chair, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the Chairman may from time to time provide, subject to the powers and the supervision of the Board of Directors.

c. *Secretary.* The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, shall perform all duties customary to the office of Secretary.

d. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer



shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

**5.05 Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

**5.06 Compensation of Officers, Agents and Employees.** . The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except for the provision contained in Article III, Section 3.11 of these bylaws and except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, as provided in annexed Appendix A, which may be updated from time to time by a majority vote of the Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates the power to any officer or officers, then by such officer or officers.

#### Article VI. Dues and Assessments

**6.01 Dues.** The amount of the annual dues for active members shall be determined by the Board of Directors from time to time. The Secretary shall insure that the current copy of the dues policy is attached hereto as part of annexed Appendix B and that said appendix shall be updated when the dues policy is updated by the Board of Directors. Dues will be set forth in a statement sent to the member and shall be remitted to the Corporation. Any member who fails to pay dues, dues installment or assessments by the date they are due may be terminated from membership in the Corporation.

**6.02 Assessments.** The Board may approve special assessments for specific Corporation activities not previously budgeted if, in its sole discretion, the expense is appropriate.

#### Article VII. Miscellaneous

**7.01 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

**7.02 Checks, Notes, Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**7.03 Books and Records.** The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the members, directors and officers of the Corporation and their residence or employment addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**7.04 Amendment of Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of the Corporation may be amended in whole or in part by a vote of sixty percent (60%) of all of the directors then in office pursuant to the procedure outlined in title 8, §242(b)(3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a vote of sixty percent (60%) of all of the directors then in office.

**7.05 Indemnification and Insurance.** The Corporation shall indemnify any director, officer, employee or agent, any former director, officer, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of corporation), to which such person may be or is made a party by reason of being or having been such director, officer, employee or agent if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in title 8, §145(a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions before or after adoption hereof.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any other statute, Bylaw, agreement, vote of the disinterested members or directors or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by such person in any such capacity, or which arises out of such person's status as a director, officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §508 of the Code, then during such time, no payment shall be made under this Article as such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or §4956(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement or insurance is inconsistent with §4958 of the Code or any other provision of the Code applicable to corporations described in §501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**Appendix A**

**Expense Regulations for Board and Committee Members**

**December 2004**

# **INTERNATIONAL TELECOMMUNICATIONS SOCIETY**

## **Expense Regulations for Board and Committee Members**

### **Reimbursement Policy for Board of Directors and Committee Meetings**

It is the policy of ITS to generally not reimburse expenses. ITS may on occasion, reimburse up to one-half of the normal expenses incurred for members from the academic/non-profit sector or in cases of persons with special hardship where attendance at such meeting(s) is necessary for ITS to function adequately. For each person and meeting, such reimbursement must be specifically approved by the Chair in advance and in accord with the following practice.

When there is more than one Board of Directors or Executive Committee meeting within a calendar year, ITS may reimburse for 100% of normal expenses for person approved in advance by the Chair.

**Review and Approval** – Expense vouchers of Board members receiving reimbursement authorization from the Chair will be routed to the Treasurer with a copy of such authorization. The Treasurer is responsible for reviewing the voucher to assure that expenses claimed are for ITS activities and are in consonance with ITS policies. Expense vouchers must be submitted within 60 days in order to be eligible for reimbursement.

**Period Covered** – The period of time for which ITS will pay expenses will include arrival the day before a meeting, duration of the meeting, departure the day following a meeting (when transportation is not available the day previous). If necessary to arrive in advance of a meeting or remain after a meeting, the basis for this need should be stated and approved in advance by the Chair.

**Transportation** – ITS will pay the commercial transportation charge between the individual's point of origin and the place of meeting. When using air transportation, Board members are expected to fly the lowest fare reasonably available. A duplicate or stub of ticket furnished by a transportation carrier for train, plane or bus transportation should be attached to the travel voucher. When public transportation is not available, an appropriate mileage allowance will be considered reasonable.

**Lodging** – ITS will pay a reasonable amount for a single accommodation. If more expensive accommodations are obtained, reimbursement will be on the basis of a reasonable amount. When submitting a voucher to ITS, the hotel bill or copy must be attached.

**Local Transportation** – ITS will pay for public transportation within the city in connection with any meeting. It will also pay for public transportation to and from an airport, railroad or bus terminal and the hotel in the meeting city. ITS will not reimburse for car rental or taxi charges if reasonable public transportation is available.

**Spouses** – ITS will not defray any part of the traveling expenses of spouses.

**Appendix B**

**Operational Procedures**

December 2004

# **INTERNATIONAL TELECOMMUNICATIONS SOCIETY**

## **Operational Procedures**

### **BACKGROUND**

The purpose of this document is to create a structure and a set of procedures together with a list of responsibilities to make ITS governance and financial planning more effective. This document accepts as its base the Bylaws that govern the overall activities of the ITS. The procedures contained in this document are amplified by three other documents: Functions and Responsibilities of ITS Committees, Expense Regulations for Board and Committee Members, and Guidelines for Conferences, Workshops and Other Meetings Sponsored by the ITS.

The first section of this document addresses a structure to clarify areas of ITS activity. The second section addresses specific issues discussed and passed by the Board at the October 1995 meeting as subsequently revised.

### **I. STRUCTURAL CONSIDERATIONS**

#### **A. Secretariat**

The secretariat functions under the direct supervision of the Chair. The secretariat handles the normal, day-to-day administration of the Society's affairs, including:

- administrative assistance to the Chair and to committee chairs as approved by the Chair,
- internal correspondence such as notices, minutes of meetings, etc.,
- external correspondence such as corporate and individual member relations and journal liaison,
- maintenance of membership files and databases,
- billing corporate and individual members for dues,
- Board of Directors and Executive Committee meeting arrangements, and
- other activities as directed by the Chair.

A contract between ITS and the secretariat sets out in more specific detail the responsibilities and tasks of the secretariat.

#### **B. Board of Directors (BOD)**

The BOD is the principal decision-making body of the Society and is responsible for fulfilling the Society's objectives, including supervising the Executive Committee (see below). To remain on the Board, Directors must attend at least one out of three successive BOD's meetings, must maintain an active individual membership in the Society, and are further expected to play an active role in the activities of the Society.



Directors are elected by the Board of Directors, following a set process of nomination and election.

At any BOD meeting, one-half (1/2) of the total number of directors shall constitute a quorum to transact business. Any act or business transacted must receive the approval of a majority of those present. In the case of an equal number of votes, the chair shall have the deciding vote.

Each four years, the BOD should elect from its members, at a Board meeting coinciding with a biennial meeting of the Society, its officers for four-year terms. The Chair will appoint committee chairmen and will assign Board members to committees. The Chair will create the agenda and will preside at all meetings of the members, the BOD, and the Executive Committee.

### **C. Executive Committee (EC)**

Under the guidance of the BOD, this group directs and supervises the business activities of the Society. The ITS Executive Committee is comprised of the officers, the chairs of six member committees, and the past chair of ITS.

The EC responsibilities are as follows.

The EC shall exercise general management over and conduct the business activities of the Society. The EC shall also have such other powers as are given by the Bylaws or as are conferred by the BOD.

The Chair of the Board shall preside over the EC and in this capacity is the chief executive officer of the Society. Each member committee chair shall have such powers and duties as may be given in the Bylaws or as may be assigned by the BOD or Chair.

The Chair or any two member committee chairs may call for an EC meeting. Meetings require the minimum presence of the majority of the EC members to have a quorum.

### **D. Member Committees**

The following are member committees called for in the Bylaws. The Bylaws leave open the specific naming and mission of each committee and this document defines the committees as they have developed over the years. Each committee should have between 5-7 members, with the provision that all Board members are to be on at least one committee. All committee members are to be members of the Board or Directions

#### *Strategic Planning Committee*

The Strategic Planning Committee is responsible for medium- and long-term planning for the Society. The committee will coordinate with other ITS committees as required.

### *Conference and Seminars Committee*

The Conference and Seminars Committee is responsible for recommendations regarding the planning, preparation, implementation and direction of ITS Conferences. This may include the appointment of a specific conference/workshop committee for each such conference/workshop and the assignment of other tasks as required, in cooperation with the conference organizer. It is the task of this committee to oversee the financial management of the conference in cooperation with the Finance Committee.

In addition to biennial ITS conferences, regional conferences, seminars and theme-oriented workshops may be held. Events not conducted directly by the Society must be reviewed, approved and supervised by this committee if the events use the ITS name. Normally, any such events would also require BOD approval, although the board may decide to delegate decisions to the Conference and Seminars Committee. These events should fully recover all costs plus generate some contribution to the Society.

### *Publications Committee*

The purpose of the Publications Committee is to support publications based on papers and presentations from ITS conferences and seminars. To that end, there are two sub-purposes.

1. To arrange for papers presented at ITS conferences to be published in journals and books.
2. To facilitate the relationship with the ITS membership journal.

### *Media and Promotions Committee*

The purpose of the Media and Promotions Committee is to recommend policies and programs to be used to create, collect, store, process, and disseminate information about and on behalf of the Society. This includes promotional information in any ITS journal or publication, any ITS newsletter, any ITS bulletin board, any ITS web site, and any ITS e-mail activities.

### *Membership and Nominations Committee*

The Membership and Nominations Committee is the principal membership recruitment vehicle of the Society, charged with promoting both individual and corporate memberships. The Committee will advise regarding possible revisions and amendments to the Bylaws and other operating procedures affecting membership, dues structures and categories, membership criteria, etc. The Membership and Nominations Committee will coordinate these activities with the Media and Promotions Committee and the Finance Committee as required.

The Committee is also responsible for the nomination of Society officers and Board members in accordance with the bylaws and BOD directives.

### *Finance Committee*

Chaired by the Treasurer, this committee is empowered to study and to make recommendations regarding all financial procedures and controls and the dues structure and amounts. The Finance Committee is also responsible for assisting the Treasurer with the preparation and presentation of budgets and financial statements.

**Note:** Each member committee chair will need to develop procedures that encompass the operation of his committee. Matters such as the possible number of meetings, the method of meeting (in person or using telecommunications), how a meeting is to be called, the creation of a meeting agenda, the method of voting, documentation and reporting of activities, creation of a committee budget, etc. must be documented.

## **II. SPECIFIC ISSUES**

### **A. Membership Issues**

#### **FOR-PROFIT Annual Dues**

Global Member \$6,000

International Member 3,000

Society Member 1,500

#### **NON-PROFIT GOVERNMENTAL Annual Dues**

1-100 employees \$ 500

101+ employees \$1,000

#### **INDIVIDUAL/ACADEMIC Annual Dues: \$ 100**

These categories and benefits are defined as follows:

**FOR-PROFIT CORPORATE MEMBERSHIPS:** Any commercial company or entity.

The three categories of member have the following benefits:

Global membership \$6,000 per year

- One seat on the ITS Board of Directors
- Three individual memberships in ITS (including that of the Board member)
- Three complementary registrations at ITS biennial and regional conferences
- Complimentary subscriptions to the ITS membership journal *Communications & Strategies* for the three individual members
- Newsletter: *Interconnect*

International membership \$3,000 per year

- One seat on the ITS Board for every two International members as selected by the Board of Directors
- One individual membership in ITS
- One complementary registration at ITS biennial and regional conferences
- Complimentary subscription to the ITS Membership Journal *Communications & Strategies* for the individual member
- Newsletter: *Interconnect*

Society membership \$1,500 per year

- One seat on the ITS Board of Directors for every 5 Societal members as selected by the Board of Directors
- One individual membership in ITS
- One complementary registration at ITS biennial and regional conferences
- Complimentary subscription to the ITS membership journal *Communications & Strategies* for the individual member
- Newsletter: *Interconnect*

NON-PROFIT: Includes government departments and agencies, academic departments, universities and other schools, foundations, other NGOs, charities, etc. The applicant in this category may be required to submit evidence of non-profit status. The two categories of membership have the following benefits.

1-100 Employees \$500 per year

- One individual membership in ITS
- One complementary registration at ITS biennial and regional conferences
- Complimentary subscription to the ITS membership journal *Communications & Strategies* for the individual member
- Newsletter: *Interconnect*

101 and over Employees \$1000 per year

- Two individual memberships in ITS
- Two complementary registrations at ITS biennial and regional conferences
- Complimentary subscription to the ITS membership journal *Communications & Strategies* for the two individual members
- Newsletter: *Interconnect*

INDIVIDUAL/ACADEMIC: All individuals may apply within this category for \$100 per year.

- One individual memberships in ITS

- Reduced rates at ITS biennial and regional conferences
- Complimentary subscription to the ITS membership journal *Communications & Strategies*
- Newsletter: *Interconnect*

## **B. Recognition in Publications of Corporate Members**

Allowing corporate logos or advertisements within ITS promotional materials and at ITS events provides an incentive for corporate membership. Policies regarding advertising within ITS publications should be established and reviewed by the Media and Promotions Committee or any other committee responsible for ITS publications. The EC and the BOD should be kept informed of changes in policies regarding advertising in ITS publications. In addition, all corporate members should be specifically recognized in all ITS promotions and media information.

## **C. Reduced Conference Fees for Members**

Members will be offered reduced conference fees. The reduction in the conference fee will vary depending on the type of event. The biennial conference fee typically includes a biennial membership fee. Reduced fees provide a benefit to existing members as well as an incentive to become ITS member.

## **D. Other Issues**

- Corporate and institutional members and other entities will be offered the opportunity to sponsor lunches, dinners, etc., at ITS conferences.

- Corporate and institutional members and other entities will be offered the opportunity to sponsor a prize for a conference paper.

- - Corporate and institutional members will be offered the opportunity to use the ITS name and logo as appropriate (with pre-approval by the BOD).

**Appendix C**

**Functions and Responsibilities of ITS Committees**

December 2004

# **INTERNATIONAL TELECOMMUNICATIONS SOCIETY**

## **Functions and Responsibilities of ITS Committees**

### **General Responsibilities**

All committees are charged with the duty of studying subjects and preparing recommendations on matters within their responsibilities. Issues considered by committees may be assigned by the ITS Chair. Committees are encouraged to identify issues for consideration and suggest areas that should be addressed. Study results and recommendations are presented to the Executive Committee or the Board of Directors.

No committee is authorized to bind ITS upon matters of policy unless empowered to do so by the Bylaws.

### **Executive Committee**

The Executive Committee of the Board of Directors is authorized by the Bylaws to act for the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by the Bylaws. Executive Committee action is subject to ratification by the Board.

The Executive Committee consists of six directors who also serve as member committee chairs, and in addition, the following *ex officio* members: ITS Chair, Vice-chair, Treasurer, Secretary, and immediate Past Chair (if he or she remains on the board). The Chair of the Board shall serve as Chair of the Executive Committee.

Minutes of the Executive Committee meetings shall be kept and a copy of the minutes shall be mailed to each Director as soon as possible after each meeting.

### **Member Committees**

The Board of Directors has created six member committees whose primary purpose is to review and act on issues within their jurisdiction and to coordinate with other committee chairs and the officers to improve the internal operations of ITS. The Chairs of these committees are selected from members of the Board of Directors by the ITS Chair. The ITS Chair, Vice-Chair and Treasurer are *ex-officio* members of all ITS committees.

All of the ITS Board of Directors are encouraged to join a committee. Some Board members may join several committees. Decisions on joining a committee should be made at the ITS Board of Directors meeting, or in consultation with the ITS Chair and the committee chair.

## **Committee Chairs**

Committee chairs are responsible for the conduct of their committee activities. They initiate the call of committee meetings, develop agendas and assign tasks to individual members. They shall prepare an annual program of committee activities and recommend appropriate annual budget requirements for committee operations. It is important that each committee chair coordinates the activities of his committee with others that have an overlapping or associated interest. Without such coordination, the required cohesiveness of ITS will be severely impaired.

## **Committee Meetings**

Committees will meet at the call of the committee chair. Before any committee meeting is held where committee expense may be incurred, authorization shall be obtained from the ITS Chair. A written statement outlining the reasons for incurring the expense or for holding a meeting is necessary. Committee meetings held via means of electronic communication is the preferred means of holding meetings, unless a Board of Directors meeting is also convened.

Each committee chair should make his committee meetings as productive as possible. To this end, individuals with specific qualifications of obvious and direct benefit to the committee's work and ITS may be invited to make presentations at the committee's meetings.

Committee chairs are encouraged to invite all ITS Board members to committee meetings. Formal committee action is to be taken only by committee members.

## **Committee Expenses**

Committee expense for regularly assigned activities should be held within the limits of any predefined annual budget for the committee, if any such budgets have been approved by the Board. Supplemental funds to cover expenditures in excess of the budgeted amount must be justified and approved by the ITS Chair and Treasurer in advance of such expenditures.

Expenses incurred in connection with pre-authorized meetings may be forwarded to the Treasurer for payment. The Treasurer is responsible for reviewing the voucher to assure that the expenses claimed are in consonance with ITS policies (see separate document on travel reimbursement).



## **Committee Reports**

All committees shall make reports to the Board of Directors at its meeting held during the ITS biennial conference and at any other Board meetings. Additional reports to the Executive Committee and to the Board of Directors can be made as required by the ITS Chair. Each committee is expected to prepare suitable and timely material in the form of items to report for distribution to members.

## **Committee Correspondence**

All correspondence with outside persons or organizations relating to ITS policy or commitments shall be conducted by the Chair of the Board, unless other arrangements are authorized. Committees may engage in correspondence with such persons for the purpose of obtaining or providing publicly available information.