

**RULES OF OPERATION
FOR CHAPTERS OF
TELECOMPIONEERS**

ARTICLE I. □ NAME AND SCOPE.

Section 1. The name of this organization shall be (*insert chapter name and number*) Chapter, TelecomPioneers, hereinafter referred to as the chapter.

Section 2. This chapter was formed under a charter dated _____, granted by the TelecomPioneers (formerly the Telephone Pioneers of America), hereinafter referred to as the Association. Each chapter is a part of the corporate entity which constitutes TelecomPioneers, Inc.

Section 3. This chapter is granted jurisdiction over the membership from the (geographical or company operating areas or locations) of the _____ Company (repeat as necessary to define fully the membership and all sponsor companies involved. If chapter is self-sponsored, list it as such).

Section 4. The headquarters of this chapter shall be in (*city and state/province*).

ARTICLE II. SUBORDINATE UNITS.

Section 1. For administrative purposes, the territory of this chapter may be subdivided into councils and clubs.

Section 2. Each council shall be a constituent part of this chapter. Each club shall be a constituent part of either the chapter or the council.

Section 3. Groups consisting only of Life Members may be organized into units known as Life Member Clubs, each of which shall be a constituent part of the chapter or council.

Section 4. All subordinate units (including councils, clubs and Life Member clubs) shall be governed by the Rules of Operation of this chapter, shall derive their authority from the executive committee of this chapter, and shall be established or abolished only with the approval of the chapter executive committee.

Section 5. The councils and clubs that have been authorized by the executive committee of this chapter shall be as described in an Appendix to the Rules of Operation of this chapter. The description shall include the name given to each subordinate unit, the territory in which it operates, its headquarters and organization date.

ARTICLE III. PURPOSE.

Section 1. The purpose of this chapter and of its subordinate units shall be to carry on the work of Pioneering within its jurisdiction in accordance with the purpose of the Association, which is:

The purpose of the TelecomPioneers shall be charitable and educational, including but not limited to promoting and supporting the charitable and educational goals of current and retired telecommunications companies' employees in their communities.

ARTICLE IV. MEMBERSHIP.

Section 1. Membership qualifications and categories align with those posted in the Association Bylaws.

ARTICLE V. OFFICERS AND EXECUTIVE COMMITTEE.

Section 1. The officers of this chapter and of each of its councils and clubs shall be a president, a vice president (if more than one, specify number), a Pioneer manager (secretary at the subordinate unit level), and a treasurer, if required. The title Pioneer manager (secretary at the subordinate unit level) applies to that position where the incumbent is responsible for managing the full range of administrative functions specified in the Pioneer Practices.

Section 2. There shall be an executive committee of this chapter and of each of its councils and clubs, consisting of the president, immediate past president, vice president(s) (specify number), members-at-large (specify number), Pioneer manager (and a treasurer, if required), and Life Member representative(s) (specify number, typically not more than two; position at chapter level only).

Note: The list of officers and the make-up of the executive committee as illustrated in Sections 1 and 2, above, can vary from Pioneer unit to Pioneer unit.

In addition, the presidents of the councils shall be members of the chapter executive committee, and the presidents of the clubs and Life Member clubs shall be members of the executive committee of their sponsoring unit.

The chapter Life Member representative(s), being an elective office, shall be someone other than a Life Member club president.

The president of each unit shall act as chairperson of the unit's executive committee.

The Pioneer manager or Pioneer unit secretary shall keep accurate records of the proceedings of the chapter/unit executive committee, give notice of all meetings and perform other duties for the chapter/unit executive committee as described in Article XI, Section 6, of these Rules of Operation. The Pioneer managers and secretaries (and

treasurers, if required) shall be non-voting members of their respective executive committees.

Section 3. The first vice presidents of the chapter, councils, clubs and Life Member clubs may be advanced to the office of president of their respective units in the ensuing year, subject to the approval of the respective executive committee. If, in any case the executive committee does not so approve, a president shall be elected by vote of the membership of the unit. The vice president(s), members-at-large and Life Member representative(s) shall be elected by vote of the voting membership of such unit. The chapter Pioneer manager shall be appointed by the sponsoring company. The unit treasurer, if required, shall be appointed by the unit's executive committee. If these positions are not appointed by the company, the unit may elect a volunteer to fill them.

Section 4. The terms of the presidents and vice presidents shall be one year. The terms of the chapter Life Member representative(s) may be two years at chapter option. The terms of the members-at-large shall be two years. The chapter Pioneer manager (and the unit treasurers, if required) may serve until a successor is named. All terms shall begin on the first day of January next following their election or advancement, except in the case of the appointed members of the executive committee.

Note: If there is more than one chapter Life Member representative or member-at-large, their terms shall be staggered in alternate years.

Section 5. Any elected officer may serve a maximum of three consecutive terms upon approval of the individual's sponsor company supervisor, the unit executive committee (two-thirds vote required) and the Group Vice President. Given all three approvals, no further nominating committee activity, election or membership balloting is required. A person who has been appointed to fill a vacancy in office for the remainder of a term may be nominated and elected to that office for the following term.

Section 6. No member of this chapter shall hold more than one elective position in the Pioneer organization at any one time.

ARTICLE VI. RESPONSIBILITIES OF EXECUTIVE COMMITTEES.

Section 1. The chapter executive committee shall be the governing body of this chapter with responsibility in accordance with the provisions of the Rules of Operation of this chapter and of the Association bylaws. It shall have the authority to establish or abolish councils and clubs and to prescribe methods for their operation. It shall have the power to fill vacancies in the offices and executive committee of the chapter when they occur and to appoint delegate alternates/votes and additional delegates/votes to the Annual Meeting of the Association.

Note: To avoid confusion regarding the number of delegates to send to the Annual Meeting, an amendment was passed in 2001 to make it clear that additional chapter representation can be in the form of a proxy vote and does not necessarily have to be the

physical person attending. This measure could also reduce the overall number of delegates attending the Annual Meeting and thereby reduce costs.

Note: When a chapter is entitled to additional delegates to the Annual Meeting, as provided in the Association bylaws, the chapter should give serious consideration to providing proportionate representation of its Life Members, based on the ratio of regular members to Life Members on the rolls of the chapter.

Section 2. Each council and club executive committee shall be the governing body of its respective unit with responsibilities in accordance with the provisions of the Rules of Operation of this chapter and of the Association bylaws. Each shall have the power to fill vacancies in the offices and executive committee of its respective unit when they occur.

Section 3. The chapter executive committee shall have authority to prescribe regulations as to chapter and subordinate unit matters not specifically provided for herein, within the framework of the Rules of Operation of this chapter and of the Association bylaws. However, in no case shall the intent and meaning of the provisions of these Rules of Operation be changed, except as provided in Article XIII of these Rules of Operation.

ARTICLE VII. STANDING COMMITTEES.

Section 1. Standing committees shall be established to carry out the Pioneer objectives of the Association and to meet the specific needs of operating the chapter and its subordinate units.

Section 2. Examples of standing committees are listed below:

- (a) Community Service
- (b) Nominating Committee
- (c) Fund Raising
- (d) Financial
- (e) Life Member
- (f) Membership

Section 3. Pioneer Practices provide guidelines for the formation of Standing Committees.

ARTICLE VIII. MEETINGS.

Section 1. Meetings of this chapter or of any of its councils, clubs or Life Member clubs may be held at the call of its executive committee and shall be held on petition of not less than 10 percent of the membership of the respective unit. A designated Pioneer member, typically the unit secretary, shall ensure that notice of the meeting is sent to each member of the respective unit at least 20 days before the meeting or shall post or otherwise make a good faith effort to announce (see Note, below) to the unit membership the time and place of the meeting at least 30 days in advance of the meeting date. If an amendment to

these Rules of Operation is to be voted upon, the notice/announcement shall so state and identify generally the provisions which will be affected. Five percent of the membership shall constitute a quorum for the transaction of business.

Note: The unit secretary shall ensure that all possible means of publicizing the meeting are investigated and utilized, including company or chapter/unit publications, posters, web site postings, e-mail, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings.

Section 2. Meetings of an executive committee may be held at the call of its president and shall be held at the request of three members of the committee. Notice of a meeting shall be sent/provided to each executive committee member of the respective unit at least 10 days before each meeting. Two thirds of the executive committee, present and voting, shall constitute a quorum for the transaction of business.

ARTICLE IX. ADMINISTRATIVE AND FISCAL YEARS.

Section 1. The administrative and fiscal years of this chapter and its subordinate units shall run concurrently beginning on January 1st and ending on December 31st of the same year.

ARTICLE X. REVENUES.

Section 1. Application fees, other fees and membership dues are prescribed by the Association.

Section 2. Funds may be derived from fund-raising activities, from donations, and from other sources which have been approved by the chapter executive committee as consistent with the organization and operation of the Association. It is the policy of the Pioneers that its members contribute time and energy to community service and charitable activities. Contributions from all Chapter, Council, or Clubs should be combined with Pioneer personal involvement. No Chapter, Council, or Club should contribute \$5,000.00 or more to one organization annually without prior approval of the Sponsor company's Vice-President or the Regional Manager. All Chapter, Council, or Club checks written for the amount of \$5,000.00 or more must also have the additional approval of the Sponsor company's Vice-President or the Regional Manager.

Section 3. The volunteerism in Pioneer projects is an important part of the Pioneering philosophy. The priority used when determining any Chapter Pioneer project should be:

- (1) Volunteering only, no funds given.
- (2) Use Pioneer funds to purchase materials to make items to be donated to our "clients" and volunteering at "client site".
- (3) Use Pioneer funds to purchase items for our "client" and volunteering at "client site".
- (4) Use Pioneer funds to give a donation to our "client" – this option is not encouraged since our donors do not need us to "re-gift" their donations to another organization.

Section 4. The apportionment of funds (fees, dues, donations, etc.) to subordinate units shall be determined by the respective executive committees; e.g., chapters to councils and councils to clubs.

Section 5. This account will be managed by the executive committee of this chapter, as identified in Article V, Officer and Executive Committee, and no funds shall be disbursed from this account except as directed by said executive committee and standing committee.

The principal, income and all property shall be used at least 65 percent for specific charitable, educational and scientific purposes. No part of the net earnings shall inure to the benefit of or be distributable to chapter members, trustees, officers or other private persons, except that payments and distributions may be made in furtherance of the purposes set forth above.

Section 6. In no way shall the actions of the chapter or the use of its funds involve the carrying on of lobbying activities or other attempt to influence legislation or the election of any candidate for public office. Notwithstanding any other provision stated herein, the chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under U.S. Internal Revenue Law.

ARTICLE XI. POWER AND DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS.

Section 1. The president of this chapter and the president of each of its councils, clubs and Life Member clubs shall:

- (a) Enforce the provisions of the Association bylaws and chapter Rules of Operation;
- (b) Preside at all meetings of the corresponding Pioneer unit and executive committee;
- (c) Decide all questions of order subject to an appeal; act as judge of elections and declare the results;
- (d) Have authority to call meetings of the executive committee;
- (e) Be empowered to appoint committees as provided in these Rules of Operation and such special committees as the executive committee may deem advisable;
- (f) Be a member *ex officio* of all committees except the nominating committee;
- (g) Ensure that the nominating committee is selected in accordance with Association guidelines and properly trained to fulfill its mission; and
- (h) Perform such other duties as usually pertain to the office or as may be delegated by the executive committee.

Section 2. The vice president(s) of each unit shall assist the president of such unit in the discharge of duties and responsibilities. During the absence or disability of the president, the first vice president shall have all the powers and perform all of the duties of the

president. If it appears that the office of president will be vacant for the remainder of the term, the vice president may be appointed president by the executive committee for the unexpired portion of the term.

Section 3. The immediate past president of each unit shall be a non-elected member of the executive committee. The immediate past president acts as an advisor to the president and the executive committee and often chairs the nominating committee.

Section 4. The members-at-large of each executive committee will be required to take special assignments or serve on committees as the president or executive committee may assign.

Section 5. The chapter Life Member representative(s) will be required to take special assignments or serve on committees as the president or executive committee may assign.

Section 6. The chapter secretary and the secretary of each subordinate unit are the administrative officers of the unit, acting in concert with the unit president and executive committee and with the advisement of the sponsor company liaison, and shall:

- (a) Enforce, along with the unit president, the provisions of the chapter Rules of Operation and Association bylaws;
- (b) Keep accurate records of the proceedings of the unit and of its executive committee;
- (c) Take care of the general correspondence and have charge of all records, except those in the charge of the treasurer, if required, or as otherwise directed by the executive committee;
- (d) Give notice of all meetings;
- (e) Issue such reports as the executive committee may direct;
- (f) Advise and consult with the members of the executive committee and the standing committee chairpersons in their work by maintaining and interpreting Pioneer methods and practices, and aid them in advancing the best interests of the chapter and the Association; and
- (g) Perform such other duties as usually pertain to the office or as may be assigned by the president or executive committee.

Section 7. The chapter Treasurer oversees the Treasurer's of each subunit, in concert with the unit President and Executive Committee and with the advisement of the sponsor company liaison (if any) and shall:

- (a) Receive and be custodian of all its monies;
- (b) Keep its executive committee fully advised on all matters connected with the unit funds;
- (c) Keep an accurate financial record, showing all receipts and disbursements;
- (d) Keep its funds in such place as the executive committee may designate;
- (e) Prepare vouchers and disburse such funds as directed by the executive committee and approved by the president and vice president; and

- (f) Perform such other duties as the president or executive committee may assign.
- (g) Report the financial condition of the Chapter at each meeting of the Executive Committee, based upon information and printed reports supplied by the Pioneer Accounting Center.
- (h) Be responsible for primary communications with the (PAC); forward copies of Minutes of all Executive Committee Meetings to the PAC; develop the Annual Budget for each unit and submit to the PAC.
- (i) See that all vouchers, bills and other statements requiring payments are properly approved for payment and see that copies of any locally made deposits are forwarded to the PAC.
- (j) Cooperate with and support the PAC in requests for additional information
- (k) Cooperate with the Corporate Treasurer by supplying any information requested for audit (internal or external) purposes.

ARTICLE XII. ELECTION AND REMOVAL OF CHAPTER, COUNCIL, AND CLUB OFFICERS AND EXECUTIVE COMMITTEE MEMBERS.

Section 1. Each unit shall hold an annual election, preferably not later than September 30th, on a date to be fixed by its executive committee. This election may be conducted via balloting or by voice vote at a chapter, council or club meeting. The secretary shall ensure that all possible means of publicizing the election and the existence of ballots are investigated and utilized, including web site postings, e-mail, company or chapter/unit publications, posters, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings. Every reasonable effort shall be made to inform the membership of where ballots can be obtained and when and where they must be returned.

Section 2. At least 45 days before the date set for the counting of ballots or voice vote, the nominating committee of the unit shall submit to its president a list of candidates for the elective positions of the unit. At least 30 days before the date set for the counting of ballots or voice vote, the Pioneer manager shall send to each member of the unit who is entitled to vote or shall post or otherwise make a good faith effort (see Note, below) to announce a ballot containing the names submitted by the nominating committee. The name of the vice president to be advanced to president shall be shown on the ballot, and space shall be provided for write-in candidates. (If the election is by voice vote, time shall be allotted for additional nominations from the floor). On the specified date, tellers appointed by the president of the unit shall count the votes and certify in writing to the Pioneer manager the results of the election.

Section 3. Votes can be cast for any person who is eligible for election, even if not nominated. The candidate with the majority of votes will be declared elected.

Section 4. A single ballot containing the names submitted by the nominating committees to the chapter and all of its subordinate units may be used.

Section 5. The chapter Pioneer manager shall be appointed by the sponsor company, should the sponsor company so desire. Secretaries and treasurers, if required, of each unit shall be appointed by its executive committee.

Section 6. Any officer may be removed from office by a two-thirds majority vote of the chapter executive committee whenever, in its judgment, the best interests of the chapter, council, club and/or the Association would be served thereby.

Note: *The Pioneer manager shall ensure that all possible means of publicizing the election and the existence of ballots are investigated and utilized, including web site postings, e-mail, company or chapter/unit publications, posters, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings. Every reasonable effort shall also be made to inform the membership of where ballots can be obtained and when/where they must be returned.*

ARTICLE XIII. AMENDMENTS.

Section 1. Amendments to these Rules of Operation may be proposed to the chapter membership for action only by the chapter executive committee on its own volition, but the chapter executive committee may consider a proposal set forth in a petition bearing signatures representing not less than five percent of the total chapter membership.

Section 2. At any meeting of the chapter executive committee, action on any proposed amendment to these Rules of Operation may be initiated by a two-thirds vote of the committee members present, provided notice of the proposed amendment was sent to each member of the committee at least 10 days prior to the meeting.

Section 3. Proposed amendments to these Rules of Operation shall be submitted for approval and must be approved by the Association President or designated headquarters staff member before being submitted to the chapter membership for action.

Section 4. Each proposed amendment to these Rules of Operation authorized for submission to the chapter membership for action shall be voted upon via ballot or via voice vote at a meeting of the chapter, council or club called and held as provided in Article VIII, Section 1, of these Rules of Operation.

Section 5. At least 30 days before the date set by the chapter president for the counting of ballots or voice vote, the chapter manager shall send to each member who is entitled to vote or shall post or otherwise make a good faith effort to announce (see Note, below) a ballot that lists the current and proposed amended text of the article(s) or section(s) in question and describes the reasons for, and impacts of, each proposed amendment. In addition, the ballot shall provide a voting area (yes/no/abstain) for each proposed amendment and clearly state the address to which completed ballots should be returned and the date by which ballots must be received at that location. The affirmative vote of at least two-thirds of those voting shall be sufficient for the adoption of any proposed amendment. On the specified date, tellers appointed by the chapter president

shall count the ballots and certify the results of the voting in writing to the Pioneer manager.

Note: *The Pioneer manager shall ensure that all possible means of publicizing the amendment vote and the existence of ballots are investigated and utilized, including web site postings, e-mail, company or chapter/unit publications, posters, Pioneer hotlines and bulletin boards and announcements or hand-outs at meetings. Every reasonable effort shall also be made to inform the membership of where ballots can be obtained and when/where they must be returned.*

Section 6. The Appendix to these Rules of Operation, referred to in Article II, Section 5, may be amended by the chapter executive committee.

Section 7. Within 30 days of the completion of the amendment process, the Pioneer manager shall ensure that an appropriately revised and dated file copy of the chapter's amended Rules of Operation is forwarded to the Association headquarters office.