

March 17, 2003
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TelecomPioneers

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. The name of the Corporation shall be TelecomPioneers.

Section 2. The Corporation is organized under and shall operate as a Colorado nonprofit Corporation and shall have such powers as are now or as may hereafter be granted by the Colorado Revised Nonprofit Corporation Act.

Section 3. The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office shall be identical with such registered office. The registered office of the Corporation shall be 930 15th Street, 12th Floor, Denver, CO 80202 and the mailing address shall be P.O. Box 13888, Denver, CO 80201-3888.

Section 4. 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 II – MEMBERSHIP

Section 1. The Corporation shall have five classes of members: Regular, Life and Affiliate Life Members, Honorary members and Associate members.

Section 2. To be eligible for admission to Regular membership, an individual must be a past or present employee of a current or past sponsor company or an employee of the Corporation and pay dues. Current sponsor companies include Aliant Inc., AT&T, Cincinnati Bell, Frontier Communications Corporation, Qwest Communications, Inc., SaskTel, Telcordia Technologies, Inc., Verizon Communications or any subsidiary of the foregoing companies.

Section 3. Current Regular members not specifically covered by Article II, Section 2, may retain their membership so long as they desire and will be eligible for Life Membership in accordance with the provisions of Section 4 of this article.

Section 4. Regular members who retire from employment and receive a service pension shall be granted Life Membership, effective the day following their retirement. Regular members who otherwise leave the employment of a sponsor company may apply for Life Membership upon the attainment of age 55. Life Members shall be entitled to all membership privileges but shall be exempt from the payment of dues.

Section 5. Any Life Member who lives in or moves into an area that is under the jurisdiction of another chapter and establishes a permanent residence and stays there longer than six months during a span of 12 consecutive months may be granted affiliate membership in that chapter and its subordinate units. Affiliate members of the chapter shall be entitled to such privileges as the chapter's executive committee may designate, including the right to vote, hold office and serve as a member of the chapter's executive committee, except that in no case will these privileges include the right to hold office in both the affiliate and home chapters simultaneously.

Section 6. Honorary membership may be granted to a person making a truly unusual or outstanding contribution to the Corporation or to the telecommunications industry. Such membership shall not be conferred upon anyone who could otherwise attain membership eligibility. Honorary membership can be approved by the Corporation's Board of Directors or by the chapter's executive committee with the concurrence of a Sponsor Company/Group Vice President serving on the Board of Directors. Honorary members do not have the right to vote or hold office but are entitled to all other membership privileges and may wear the Pioneer emblem. Honorary members shall be exempt from the payment of dues.

Section 7. Associate membership may be granted by a chapter's executive committee to the spouse of a deceased Active member or Life Member who so desires. An associate member may wear the Pioneer emblem and shall be entitled to such privileges as the chapter's executive committee may designate, including the right to vote, hold office, or serve as a member of the chapter's executive committee at the club level only. An associate member shall be exempt from the payment of dues.

Section 8. A form of association with the Corporation is Pioneer Partner. Each member may designate one person to be his/her Partner and may change that designation from time to time. When necessary and for the continuing good of Pioneering, chapters and their subunits may allow a Partner to be elected to an office and have full voting privileges during that term of office. Partners elected to office must pay Regular Member dues during their term. A Pioneer Partner who chooses not to become a regular member shall be entitled to such privileges as the Chapter's Executive Committee may designate, except that in no case will these privileges include the right to vote or to hold an elective office. A Pioneer Partner, other than those who hold an office, is exempt from the payment of dues.

Section 9. The Board of Directors, by affirmative vote of a majority of the Board of Directors, may expel any member for cause after an appropriate hearing.

ARTICLE III — CHAPTERS

Section 1. The Corporation's membership shall be grouped into chapters. A chapter composed of a group of members may be established in any location on application to, and approval by, the Corporation's Board of Directors.

Section 2. A chapter may establish local councils, clubs, and other subordinate units within its jurisdiction.

Section 3. Any chapter, council or club officer may be removed by a two-thirds majority vote of the chapter's executive committee whenever, in its judgment, the best interests of the chapter or the Corporation as a whole, would be served thereby.

ARTICLE IV — SPONSOR COMPANIES AND GROUPS

The Corporation's sponsor companies, groups of sponsor companies, and groups of self-sponsored chapters shall be as follows: **Canadian Pioneers:** The chapters in Canada sponsored by Aliant Inc., SaskTel; and the self-sponsored Maple Leaf Chapter; **Qwest Pioneers:** The chapters sponsored by Qwest Communications, Inc.; **AT&T Pioneers:** The chapters sponsored by AT&T; **New Outlook Pioneers:** Self-sponsored, independent group of chapters; **Verizon Pioneers:** The chapters sponsored by Verizon; The chapters sponsored by **Telcordia Technologies, Frontier Communications Corporation and Cincinnati Bell.**

ARTICLE V — OFFICERS

Section 1. The officers of the Corporation shall be a **Chairman**, vice presidents from each sponsor company or group, a president, a secretary and a treasurer.

Section 2. The **Chairman** shall be elected by member delegates via balloting in April of the year prior to the start of the term of office. The term of the **Chairman** shall be two years. No **Chairman** shall serve more than one term in the same office, except that if a person has been appointed to fill a vacancy in such an office for the remainder of a term, such person may also be nominated and elected to that office for the following term. The **Chairman** shall preside at all meetings of the Board of Directors and of the General Assembly; have authority to call meetings of the Board of Directors; be empowered to appoint committees

as provided for in these bylaws and to appoint other committees authorized by the Board of Directors, and be a member ex officio of all committees except the nominating committee. The **Chairman** shall perform such other duties as usually pertain to the office or as may be delegated by the Board of Directors. In the absence or disability of the **Chairman**, the Board of Directors may appoint a person to have all the powers and perform all the duties as **Chairman** as long as the absence or disability continues. In such circumstances, if it appears that the office of the **Chairman** will be vacant for the remainder of the term, the Board of Directors may appoint a person to be **Chairman** for the unexpired portion of the term.

Section 3. There shall be one vice president from each of the sponsor companies or organized group of companies and/or organized group of self-sponsored chapters as defined in Article IV who shall represent the chapters in that group. The terms of the vice presidents shall be two years each. The terms of the vice presidents may have one optional two-year extension, subject to the agreement of the individual and the approval of the Corporation's president and the Advisory Board member of the respective sponsor company. The vice president shall be elected to any extension of term by delegates of their respective sponsor company. The terms of all vice presidents begin the first day of January following their election. No vice president shall serve more than one term in the same office, except that a person who has been appointed to fill a vacancy in such an office for the remainder of a term may also be nominated and elected to that office for the following term. In extenuating circumstances, a vice president may be extended beyond the allotted two-year extension provided the Board of Directors determines such an extension to be in the best interests of the organization. Such an extension would be for one year and would require a vote by delegates of the vice president's respective sponsor company group or self-sponsored group. The vice presidents, as the Corporation's representatives, shall maintain frequent contacts with their chapters, advise their chapters regarding the Corporation's activities, represent their chapters on the Board of Directors, represent the Board of Directors in relations with their chapters, and their sponsor(s), where applicable.

Section 4. The president shall be appointed by the Board of Directors. The president shall be the administrative officer of the Corporation, functioning under the direction of the **Chairman** and the Board of Directors. The president shall have custody of all records of the Corporation except as may be otherwise directed by the Board of Directors. The president shall advise and consult with the vice presidents in their work of maintaining and interpreting the Corporation's methods and practices and aid them in advancing the best interests of the Corporation. The president shall also supervise the actions and duties of the secretary and treasurer. The president shall have such other powers or perform such other duties as usually pertain to the office or as may be assigned by the Board of Directors and give such bond for the faithful discharge of the duties of the office as the Board of Directors may determine. The president is accountable for the execution of the Board of Directors' decisions and directions as well as the staff functions of the Corporation.

Section 5. The secretary shall be a non-voting member of the Board of Directors and shall serve at the pleasure and direction of the president. There shall be no term limits for the secretary. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 6. The treasurer shall be a non-voting member of the Board of Directors and shall serve at the direction and pleasure of the president. There shall be no term limits to the office of the treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Not less than 60 days before the date set for the election of the **Chairman** or vice presidents, the Board of Directors shall appoint a nominating committee consisting of one member from each of the Corporation's sponsor companies and other chapter groups whose duty it shall be to recommend a list of

candidates for the such offices to be voted on by the General Assembly. The Board of Directors shall designate the past **Chairman** as chairperson of the nominating committee. No officer shall serve more than one office at any one time in the Corporation.

Section 8. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 9. The financial records shall be audited at least once a year by competent and accredited auditors appointed by the Board of Directors.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. The officers mentioned in Article V shall constitute the Board of Directors of the Corporation. Directors need not be residents of the State of Colorado. The **Chairman** shall act as chairperson of the Board of Directors. Two thirds of the Board of Directors shall constitute a quorum of the board. The Board of Directors shall meet during the Annual Meeting to be held the third Friday of the month of February or otherwise at the call of the **Chairman**. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 2. The Board of Directors shall be the governing body of the Corporation, with the power to fill vacancies in office or on committees when they occur; to establish the structure of the Corporation; to establish and administer the standards of qualification for sponsor companies, including the authority to add or decertify new sponsor companies; to create and dissolve chapters and prescribe methods for their operation; to establish regulations for the admission, suspension, and reinstatement of members; to establish the amount of dues and fees and the distribution thereof between the Corporation and the chapters; and to authorize the expenditure of the funds of the Corporation. The Board of Directors also shall have authority to dissolve the Corporation. The Board of Directors may prescribe regulations as to matters not provided for in these bylaws. The president shall chair the Board of Directors in the absence of the **Chairman**.

Section 3. The Board of Directors may approve changes to the bylaws necessitated by changes of address of the principal office of the Association; changes in names of participating sponsor companies; all changes necessitated by the establishment of new sponsor companies or chapters; and such other changes as may be required for clarification, but in no case shall the intent and meaning of the provisions of the bylaws be changed except as provided in Article X.

ARTICLE VII — COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation unless prohibited by law; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the **Chairman** of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. One member of each committee shall be appointed chairman.

Section 5. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Section 8. The Corporation shall have a standing committee known as the Advisory Board. The purpose of the Advisory Board is to provide a direct communications channel to the Corporation's Board of Directors for advice and counsel on policy issues related to Pioneering.

- a. The Advisory Board's membership shall consist of an officer designated by each member Sponsor Company or group of member sponsor companies. It shall also include the Corporation's two senior officers (**Chairman** and president), who are non-voting members of the Advisory Board. The Advisory Board shall be chaired by the member representing the company of the Corporation's **Chairman**. Two thirds of the members shall constitute a quorum of the Advisory Board. The act of a majority of the members of the Advisory Board present at a meeting where a quorum is present shall be the act of the Advisory Board.
- b. Meetings of the Advisory Board shall be scheduled as required, with one meeting planned to coincide with the Annual Meeting.
- c. The following primary goals have been identified as the concern of the Advisory Board:
 - (i) To champion Pioneering within the sponsor company, incorporating and strengthening support for the Corporation and its progress within all business units;
 - (ii) To provide customer input to the Board of Directors; to support the continuous relevancy and value of Pioneer community service activity in fostering a positive public image for the company and facilitating morale improvement, team building and leadership development for its employees;
 - (iii) To confer with the Board of Directors on financial and budgetary matters;
 - (iv) To identify candidates for the positions of president and the Corporation's vice presidents.

Section 9. The Corporation shall have a standing committee known as the Financial Management Committee. Responsibilities and duties of this committee and any other standing committees and written descriptions thereof shall be determined from time to time by the Board of Directors.

ARTICLE VIII — GENERAL ASSEMBLY

Section 1. The General Assembly shall be the voting body of the Corporation's members. It shall consist of the officers, past chairmen and past presidents (formerly known as executive directors/COO/CEOs) of the Corporation, the chapter presidents or their alternates, the chapter first vice presidents or their alternates, the chapter Pioneer administrators or their alternates, one Life Member or an alternate from each chapter, and additional chapter representation on the basis of one additional vote for each 2,000 members over the first 4,000 members in any chapter. Further delegate representation to the General Assembly may be prescribed by the Board of Directors.

Section 2. The General Assembly shall elect the officers as set forth in Article V of these bylaws and may act on other matters, as determined by the Board of Directors, related to the welfare of the Corporation.

Section 3. Suggestions for such other matters shall be presented to the Board of Directors for consideration and review before being submitted to the General Assembly for action.

Section 4. The General Assembly shall meet at an annual meeting to be held the third Friday of the month of February or otherwise at the call of the Board of Directors.

Section 5. A quorum at any meeting of the General Assembly shall consist of 51 percent of the General Assembly.

Section 6. Action of the General Assembly through mailed and/or electronic ballots shall be by a majority vote of the General Assembly voting. Action during a meeting of the General Assembly shall be by a

majority vote of the General Assembly voting (except as provided in Article X in the case of amendments). Chapter presidents or their alternates are authorized to cast the proxy votes of elected delegates not present.

Article IX — ADMINISTRATIVE AND FISCAL YEAR

The administrative and fiscal years of the Corporation shall be January 1 to December 31.

Article X — AMENDMENTS

Except as provided in Article VI, these bylaws may be amended via mailed and/or electronic ballots or at any meeting of the General Assembly by a two-thirds vote of the members of the General Assembly voting, provided notice of the proposed action has been sent by the Corporation's president to all members of the General Assembly at least 30 days prior to the date of the meeting. Chapter presidents or their alternates are authorized to cast the proxy votes of delegates not present.

ARTICLES XI — DISSOLUTION

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 2. Upon the Board of Director's dissolution of any chapter of the Corporation, all assets, after paying or making provision for the payment of all of its liabilities, shall be transferred to the Corporation.

Drafted September 24, 2002; Adopted by Unanimous vote of the Board of Directors, October 17, 2002.

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