

THE ASSOCIATION OF TELECOMMUNICATIONS PROFESSIONALS, INCORPORATED BY-LAWS (amended 13 June 2007)

ARTICLE I—NAME

The name of the organization shall be THE ASSOCIATION OF TELECOMMUNICATIONS PROFESSIONALS, INCORPORATED, hereinafter referred to as the ASSOCIATION. The name may be abbreviated as ATP.

ARTICLE II—PURPOSE AND OBJECTIVES

SECTION 1—PURPOSE

The purpose of the ASSOCIATION is to promote effective design, operations, and management of telecommunication and information systems. The ASSOCIATION will provide tangible benefits for Members by providing an atmosphere conducive to the mutual exchange of ideas, innovations and applications among the Members and by providing opportunities for advancement in professional expertise in telecommunications and information technologies. Technologies shall include voice, data, imaging, and video.

SECTION 2—OBJECTIVES

The objectives of the ASSOCIATION are to exchange information and experiences for the mutual benefit of the Members, to encourage technological development and research in telecommunications and information systems, to enhance and develop the telecommunications and information systems management function, to evaluate and disseminate details and effects of regulatory changes, to provide and support educational programs beneficial to the Members, to utilize the talents and resources of the Members for the benefit of the community through projects approved by the Members, and to encourage professionals from all telecommunication and information system disciplines to strive toward the highest level of professional conduct. The ASSOCIATION is a not-for-profit organization.

ARTICLE III—MEMBERSHIP

- A. Members of the ASSOCIATION shall be companies, corporations or other organizations that are involved with or are heavily dependent on telecommunications and information systems. Members shall be required to maintain a minimum level of participation in the organization to retain their membership. The required level of participation shall be determined by the Membership Committee with the approval of the BOARD OF DIRECTORS.
- B. Members will be categorized within the specialization which most clearly encompasses their scope of responsibilities, including the following classifications:
 - o MEMBERS
 - o STUDENTS
 - o HONORARY

The Membership Committee will make the final determination as to the appropriate classification for each new Member. Other classifications may be established by the BOARD OF DIRECTORS.

The Membership Committee will receive all applications and award membership eligibility by consensus of the committee. New Members will be announced at regular meetings.

- C. Membership eligibility shall not be determined by race, creed, color, sex or national origin.
- D. Member organizations may send as many individual representatives as they wish to meetings of the ASSOCIATION.
- E. Annual dues for new Members are payable upon establishment of membership by the Membership Committee. The Membership Committee will establish any prorated dues for new Members.
- F. Members will be permitted to bring a guest to one (1) meeting of the ASSOCIATION provided the guest is in the company of such Member.

ARTICLE IV—OFFICERS

SECTION 1—BOARD OF DIRECTORS

- A. The BOARD OF DIRECTORS shall be composed of the OFFICERS and two Delegates elected by the Membership at the Annual Meeting, plus the two most recent past Presidents.
- B. Each DIRECTOR of the ASSOCIATION shall serve for a term of one year. No elected DIRECTOR shall serve for more than two consecutive years.
- C. An ATP Member representative having served for two terms as President and Board Chairman shall be honored with a permanent board position as Director Emeritus. Director Emeritus is a voting position effective upon completion of the

term of 2nd Past-President, lasting for the duration of that person's ATP membership.

- D. The Board of Directors may remove a Director or Director Emeritus, without cause, by a 2/3 vote. Reinstatement shall require a 2/3 vote of the Board of Directors.

SECTION 2—OFFICERS

- A. The OFFICERS of the ASSOCIATION shall be President, Vice President, Secretary and Treasurer. The OFFICERS shall be elected from the membership at the Annual Meeting. Any individual representative from a Member organization may serve as an OFFICER. HONORARY MEMBERS AND STUDENTS may not serve as OFFICERS.
- B. The OFFICERS shall serve for a term of one year. No OFFICER shall serve in the same capacity for more than two years.
- C. Should a vacancy occur during an ASSOCIATION year, the BOARD OF DIRECTORS shall appoint a replacement for the office until the next election.
- D. The Board of Directors may remove an Officer, without cause, by a 2/3 vote. Reinstatement shall require a 2/3 vote of the Board of Directors.

SECTION 3—DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS

- A. The President shall preside over all meetings of the ASSOCIATION and shall appoint the Chairman of the standing and any temporary committees. The President shall chair the BOARD OF DIRECTORS, and consult with them in conducting the business of the ASSOCIATION between meetings of the Membership. The President shall represent the organization in all official business.
- B. The Vice President shall preside at all meetings in the absence of the President and shall be responsible for scheduling all presentations at ASSOCIATION meetings, following the policies established by the Membership. The Vice President shall be the President-elect and will serve as President in the following year. The Vice President shall be the Chairman of the Program Committee.
- C. The Secretary shall:
 - 1. Keep an accurate record of the activities of the ASSOCIATION and shall prepare minutes of each general meeting for distribution to the Membership with the announcement of the next meeting.
 - 2. Notify all Members of the time and place of each meeting.
 - 3. Prepare and maintain a Membership Roster, copies of which shall be made available to all Members on an annual basis.
 - 4. Make available a current copy of the Membership Roster, a copy of the By-Laws and the minutes of the previous meeting at each meeting of the ASSOCIATION.

- D. The Treasurer shall:
 - 1. Collect, hold and disburse the funds of the ASSOCIATION under the direction of the BOARD OF DIRECTORS.
 - 2. Prepare a report for presentation to the Membership at each regular meeting of the current receipts, disbursements and bank balance, and provide a summary of the previous year at the first meeting of each calendar year.
 - 3. Arrange for meeting rooms and luncheon at each regular ASSOCIATION meeting.
 - 4. Prepare a meeting attendance list based on meeting fee collections.
 - 5. Participate as a Member of the Program Committee.
- E. The BOARD OF DIRECTORS shall conduct the business of the ASSOCIATION between meetings of the Membership.
- F. The BOARD OF DIRECTORS shall convene, upon notification of at least twenty-four (24) hours, at the call of any member of the BOARD OF DIRECTORS.
- G. Actions of the BOARD OF DIRECTORS shall require the concurrence of a majority of members of the BOARD OF DIRECTORS present at any duly convened meeting, except that the chair shall vote only in the case of a tie vote.

SECTION 4—ELECTION OF OFFICERS

- A. The Nominating Committee shall consist of the most recent past President who is an active Member and two or more Members who are not OFFICERS, appointed by the President.
- B. The Nominating Committee shall present to the Membership at the Annual Meeting the names of nominees for each office.
- C. Nominations from the Membership will be accepted providing the Member nominated is present to accept the nomination. If the nominee is not present, a letter from the nominee accepting the nomination will be accepted.
- D. Election of OFFICERS will be held at the Annual Meeting. Election will be determined by majority vote of Members present and voting, provided a quorum is present.
- E. Election of OFFICERS will be by voice vote if there is only one candidate for the office. If there are two or more candidates, voting will be by ballot.
- F. OFFICERS will take their offices following the December regular meeting.

ARTICLE V—VOTING

- A. Each Member organization has one vote, which will be cast by a designated individual representative from the organization who identifies himself at the registration desk prior to each meeting.
- B. HONORARY MEMBERS and STUDENTS are not permitted to vote.
- C. The Chairperson/President reserves the right to conduct voting by ballot as may be required on sensitive issues.

ARTICLE VI—COMMITTEES

SECTION 1—THE COMMITTEES

- A. The Standing Committees shall be:
- Nominating
 - Membership
 - Program
 - Education
 - Newsletter
 - Promotions

SECTION 2—COMMITTEE CHAIRMEN

- A. The Standing Committee Chairmen shall be appointed by the President of the ASSOCIATION to serve for one year.
- B. The Standing Committee Chairmen may appoint at their discretion, other Members to assist in the functioning of the Committee.
- C. The Standing Committee Chairmen shall report to the BOARD on a regular basis.
- D. The Vice President shall be the Chairman of the Program Committee.

ARTICLE VII—MEETINGS

SECTION 1—REGULAR MEETINGS

The business year of the ASSOCIATION shall be from January 1 through December 31, and shall extend through six (6) regular meetings normally held on the second Wednesday of February, April, June, August, October, and December, in that order, in the area of Columbus, Ohio unless otherwise specified by the President and upon notification of Members by the Secretary.

SECTION 2—ANNUAL MEETINGS

The October meeting of each year shall be designated as the Annual Meeting.

SECTION 3—BUSINESS MEETINGS

A Business Meeting will be held at each regular meeting of the ASSOCIATION.

ARTICLE VIII—DUES AND FEES

SECTION 1—ANNUAL DUES

- A. Annual dues for each Member shall be due and payable at the first meeting of the ASSOCIATION's business year, which is the February meeting
- B. The amount of the dues will be established at the annual meeting for the following business year. The BOARD will recommend the amount of the dues to the general Membership. The amount will be approved by a three-fourths (3/4) vote of the Members present and voting, provided a quorum is present.

SECTION 2—MEETING FEES

A meeting fee, to be paid by each attendee at each meeting, will be established at the annual meeting for the following business year to be paid by each attendee. The BOARD will recommend the amount of the fee to the general Membership.

This amount will be approved on a three-fourths (3/4) vote of the Members present and voting, provided a quorum is present.

SECTION 3—SPECIAL FEES

Special fees may be assessed as required with the approval of a three-fourths (3/4) vote of the Members present and voting, provided a quorum is present. Proposed fee assessment shall be mailed to each Member company at least 14 days prior to the meeting at which the voting is to take place.

ARTICLE IX—AMENDMENTS

SECTION 1—NOTIFICATION TO MEMBERSHIP

Proposed changes and/or amendments to these By-Laws must be presented to the Membership in writing at least 14 days prior to the business meeting at which the Membership will vote on such changes or amendments.

SECTION 2—APPROVALS

After presentation of the proposed changes and/or amendments at a business meeting of the ASSOCIATION, the Membership must approve the changes by at least two-thirds (2/3) vote of the voting Members present and voting, provided a quorum is present.

SECTION 3—EFFECTIVENESS

Approved changes and/or amendments will take effect immediately after approval of the Membership.

ARTICLE X—DISSOLUTION

Upon the dissolution of the ASSOCIATION, the BOARD OF DIRECTORS shall, after paying or making provision for the payment of all of the liabilities of the ASSOCIATION, dispose of all of the assets of the ASSOCIATION exclusively for the purposes of the ASSOCIATION in such a manner, or to such organization or organizations as are described in Section 170(c)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the BOARD OF DIRECTORS shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the ASSOCIATION is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI—GENERAL POLICIES

SECTION 1—POLITICAL ACTIVITY

The ASSOCIATION shall not participate in the nomination, election or appointment of candidates to public office. The ASSOCIATION shall be non-political.

SECTION 2—LOBBYING

No action shall be taken, or expression made, by the ASSOCIATION that could be construed as lobbying for or against the activities of any communications company, governmental agency or commission, or any public official.

SECTION 3—PROXY VOTING

Voting by proxy will not be recognized.

SECTION 4—MEETING QUORUMS

A quorum shall consist of one-third (1/3) of the Members.

SECTION 5—FINANCIAL RESPONSIBILITIES

The ASSOCIATION may not accrue debt in excess of its assets.

SECTION 6—PARLIAMENTARY PROCEDURE OF MEETINGS

Roberts Rules of Order shall be used to conduct meetings of the ASSOCIATION.

Adopted as amended by the Membership of the ASSOCIATION on this 14th day of December in the year 1988 and amended on 13 June 2007, and hereto attested:

Lora Chappellear-Pearson, Secretary (June 13, 2007)