**Independent Telecommunications Pioneer Association** Bylaws -

Revised April

2023

**INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION**

**BYLAWS**

**ARTICLE I**

**NAME**

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

**ARTICLE II**

**PURPOSE**

The purpose of this Association shall be to provide independent telecommunications industry associates, through Chapters and Clubs, a practical means to (1) form enduring friendships, (2) render altruistic service, (3) build better communities, (4) promote a national charitable activity which all members can support, and (5) preserve the history, traditions and ideals of the independent telecommunications industry. To accomplish these purposes, ITPA may establish Foundations determined to be tax exempt by the Internal Revenue Service under Section 501-C-10 of the Revenue Code or subsequent Federal Tax Law.

**ARTICLE III**

**LOCATION**

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

**ARTICLE IV**

**MEMBERSHIP**

**Section 1. Classes and Rights.** Membership in this Association shall be divided into four classes: Active, Life, Sponsor Members and Friends of Pioneers. Active and Life Members shall have voting rights or appoint one Delegate to represent their Chapter or Club at the Association’s annual meeting. Sponsor Members shall have no voting rights. Friends of Pioneers shall have voting rights after a one-year grace period.

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

**Section 2. Active Class.** Active members shall be men and women of good standing who are at least 21 years of age, are or were engaged in the telecommunications industry, have retired from the industry, or either are immediate family members or a significant other of an employed or retired person. Active members must pay annual dues as determined in Article VIII, Section 1.

**Section 3. Life Class.** Life memberships may be granted to those members who have been engaged in the telecommunications industry for a period of not less than 40 years and who have been members of the Association for not less than 15 years. Life Members shall not be required to pay dues; however, dues or donations to the Charitable, Historical or General Fund shall be accepted. If these monies are directed to the General Fund, then the established amount can be reimbursed to the member’s Club if requested by the member.

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

**Section 5. Friends of Pioneers Class**. Friends of Pioneers shall not be required to have any direct affiliation, present or past, with the telecommunications industry, but shall be sponsored by an active member in good standing and who are at least 21 years of age. Friends of Pioneers, shall have voting rights and may hold office after a one-year grace period. Friends of Pioneers may participate in all activities of local chapters, clubs and the National Association including attending the National Assembly. Friends of Pioneers shall pay annual dues as determined in Article VIII, Section 1.

**ARTICLE V**

**BOARD OF DIRECTORS**

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

**Section 2. Composition**. The Board shall consist of the President, one or more Vice Presidents, Secretary, Treasurer, three immediate Past-Presidents, Region Vice Presidents, and one or more Directors-at-Large (but not to exceed four).

**Section 3. Quorum.** One-third of the total number of Directors fixed in Section 1 shall constitute a quorum for each meeting of the Board.

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

Independent Telecommunications Pioneer

 Association Bylaws – Revised April 2023

**Section 5. Special Meetings.** Special meetings of the Board may be called by the President, and shall be called promptly by the Secretary upon written demand submitted to the Secretary from at least one-

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

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

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

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

**Section 9. Past-President.** Past-Presidents are individuals who have served the Association as President for one or more full terms. The three most recent Past-Presidents shall serve on the Board of Directors.

**ARTICLE VI**

**OFFICERS**

**Section 1. Officers.**

1. **Designation.** The Officers of this Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and at the discretion of the Board, an Assistant Secretary and an Assistant Treasurer. The same individual may hold the office of Secretary and of Treasurer. No other Officer or Director shall serve more than one office simultaneously.

 Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

1. **Election & Term.** The Officers and Directors of the Association shall be elected by the delegates (Article IX, Section 1) at the annual meeting of the Association (Article X, Section 1) on the basis of a report submitted by the Nominating Committee prior to the annual board meeting at which Officers are elected. The term of each Officer shall be for one year. The officers shall serve without compensation, but may be reimbursed for documented expenses

incurred in the performance of the duties of their office.

**Section 2. President.** The President shall preside at all meetings of the Executive Committee, the Board and the annual meeting of the membership, and shall have authority to call meetings of the duties normally incident to the office, or as may be delegated to him by the Executive Committee or the Board.

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

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

**Section 5. Secretary.** The Secretary shall keep a membership database provided by the National Office, listing the names and addresses of all members. Any termination of membership shall also be recorded. The Secretary shall keep the minutes of all meetings of the Executive Committee, the Board, and of the annual meeting of the Association, and shall perform such other duties as pertain to this office.

**Section 6. Treasurer.** The Treasurer shall have custody of all funds accounting for the same annually and at any other time upon demand by the Executive Committee or by the Board, and shall perform such other duties as pertain to this office.

**Section 7. Assistant Officers.** The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned to them by the Executive Committee or by the Board, and shall perform the duties of the Secretary and Treasurer, respectively, in the event of resignation, absence or disability.

**Section 8. Region Vice Presidents**. The Region Vice Presidents shall encourage Pioneer activity in accordance with the charter and bylaws of the Association, shall maintain frequent contacts with the Chapters and Clubs in their respective regions, confer with the Chapters and Clubs regarding Pioneer activities and perform such other duties as may be assigned to them by the President, the Executive Committee, or the Board.

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

**ARTICLE VII**

**COMMITTEES**

**Section 1**. There shall be the following standing committees:

1. **Executive Committee.** The Executive Committee shall consist of the President, the Vice- President, the Past-President who has most recently served as President, the Secretary and the Treasurer who are current members of the Board and who are approved by the Board. If the Secretary/Treasurer is the same person, the Board may elect an Assistant Treasurer or Assistant Secretary who will also be a voting member of the Executive Committee. The Executive Committee is delegated the authority to exercise the power of the Board by action taken at the meetings of the Committee. Meetings of the Executive Committee may be called by the President, and shall be called promptly by the Secretary upon written demand to the Secretary from at least three members of the Executive Committee. The time and place shall be stated in the call for such meeting. Notice of each meeting must be given at least 15 days prior to the date of such meeting. Notice shall be deemed given when sent electronically to the address on file in the National Office. Emergency meetings, designated as such, may be called on shorter notice, which need not be written but can be given verbally. Three members of the Executive Committee shall constitute a quorum at all meetings of the Committee. Executive Committee action shall be subject to ratification at the next regular or special meeting of the board.
2. **Nomination Committee.** The nominating committee shall consist of the three most recent Past-Presidents who are willing to serve on the committee. The recent Past-President shall chair the committee. This Past-President shall appoint the members of the Nominating Committee at least 90 days prior to the convening of the annual meeting. This Committee shall be responsible for recommending a list of candidates for the elective positions of the Board to be voted on at the Association’s annual meeting of Delegates. This Committee may respond to inquiries about possible nominees for the Hall of Fame Honors Committee, the Directors and Officers of the Independent Telecommunications Historical Foundation and the Directors of the Independent Telecommunications Pioneer Association Foundation, Inc. (Charitable Foundation).
3. **Audit Committee.** The Audit Committee shall audit the financial transactions of the Association and shall assure that the Association is operating in accordance with statutory requirements, and submit an audit report to the Board annually. The President shall appoint the members of this Committee. The appointment of the members of this Committee shall be subject to Board ratification.

**Section 2. Other Committees.** Other committees to carry out the business of the Association may be created by the Board or the Executive Committee and its members appointed by the President. These committees may include, but are not limited to, an Awards Committee; Bylaws Committee; Finance Committee; Historical Committee; Leadership Development Committee; Member Service Committee;

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

Membership Committee; Fund Raising Committee; Charitable Project Committee; Planning Committee; Public Relations Committee and National Local Affairs Liaison Committee.

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

**ARTICLE VIII**

**DUES**

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

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

**Section 3. Chapters and Club Reimbursement.** The Association shall reimburse the Chapters and Clubs a percentage of the annual dues as determined by the Board. Chapters or Clubs which have not remained active during the year and which have not submitted an annual report acceptable to the Board shall not be eligible for any such reimbursement. A Chapter or Club that has not abided by the provisions of its Bylaws to hold annual meetings for the purpose of electing its Directors, has not elected its officers, nor held at least one community service project within its calendar/fiscal year shall be considered inactive.

**ARTICLE IX**

**DELEGATE VOTING**

**Section 1. Election of Delegates, Qualifications & Proxy.** Each Chapter and Club shall elect a (i.e., one) Delegate to attend the annual meeting. Only Active members of the Association shall be eligible to serve as Delegates. Should the elected Delegate not be able to attend the annual meeting, a written proxy will be accepted.

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

**Section 3. Voting.** Each Delegate shall be entitled to one vote on any matter submitted to a vote of the Delegates. Current members of the Board of Directors shall be able to vote as a Delegate, unless their

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

Club/Chapter has selected another Delegate.

**ARTICLE X**

**MEETING OF DELEGATES**

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

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

**Section 3. Elections.** The Nominating Committee shall submit a report to the Annual Meeting of Delegates recommending election of the Officers and Directors of the Association (Article V, Section 2).

1. The term of office for Region Vice President will be 2 years and shall be staggered so that approximately one-half of the total number in each category will be elected each year. Region Vice Presidents may succeed themselves.
2. The term of office for Directors at Large will be 3 years and shall be staggered so that approximately one-third of the total number in each category will be elected each year. Directors at large may succeed themselves.

The Nominating Committee shall strive to maintain geographic diversity within the Board of Directors. In the event of multiple Directors representing the same Club or Chapter, the Delegates will be informed of the Club and Chapter affiliation of each candidate prior to voting.

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

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

**ARTICLE XI**

**CHAPTERS AND CLUBS**

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

**Section 2. Formation.** Subject to approval of the Board, a local Club may be formed, and at its discretion

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

may affiliate with the Chapter serving the area. Any number of members may constitute a Club.

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

Board and determined to be acceptable.

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

**ARTICLE XII**

**PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIII**

**DISSOLUTION**

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

**Section 2. Distribution of Assets**. In the event of dissolution, all of the remaining assets of the Association not obligated elsewhere shall be distributed to organizations which have been ruled exempt by the Internal Revenue Service under Section 501-C-10 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws, the specific nature and terms of the distribution to bed determined by the Board.

**ARTICLE XIV**

**INDEMNIFICATION AND LIABILITY**

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

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

Independent Telecommunications Pioneer

Association Bylaws – Revised April 2023

**ARTICLE XV**

**AMENDMENTS**

These bylaws may be amended at any annual meeting by can affirmative vote of two-thirds of the active members and/or Chapter and Club delegates present and voting, provided notice of the proposed action has been included in the meeting notice sent to Chapter and Club presidents. Changes in the bylaws shall be described to the membership within a reasonable time after the annual meeting.

**ARTICLE XVI**

**DESCRIPTIVE TERMS**

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

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**ARTICLE XVII**

**EMERGENCY CONDITIONS**

These Bylaws are to remain in effect until such time there are amendments made and passed by the Association **OR** there are circumstances beyond the control of the Association such as a natural disaster, pandemic, etc. If such occurs the sitting President shall call a meeting of the Board to determine what course of action to take under these circumstances.

**Revised May 2010 Williamsburg, VA**

**Revised May 2012 Charleston, SC**

**Revised April 2015 Gatlinburg, TN**

**Revised April 2016 Memphis, TN**

**Revised July 2016 Executive Conference Call**

**Revised June 2021 Executive Conference Call and Delegate Voting**

**Revised April 2022 Washington, DC**

**Revised April 2023 Hinesville, GA**