

# ITERA

## International Telecommunications Education and Research Association

### Constitution

#### Table of Contents

|                     |  |           |
|---------------------|--|-----------|
| <b>Article I</b>    | <b>Name .....</b>  | <b>1</b>  |
| <b>Article II</b>   | <b>Purpose .....</b>   | <b>1</b>  |
| <b>Article III</b>  | <b>Membership .....</b>  | <b>2</b>  |
| <b>Article IV</b>   | <b>Board of Directors .....</b>                                  | <b>2</b>  |
| <b>Article V</b>    | <b>Meetings .....</b>  | <b>3</b>  |
| <b>Article VI</b>   | <b>Officers .....</b>  | <b>5</b>  |
| <b>Article VII</b>  | <b>Committees .....</b>  | <b>8</b>  |
| <b>Article VIII</b> | <b>Fiscal Year .....</b>   | <b>9</b>  |
| <b>Article IX</b>   | <b>Amendments .....</b>  | <b>9</b>  |
| <b>Article X</b>    | <b>Dissolution .....</b>   | <b>10</b> |
| <b>Article XI</b>   | <b>Ratification .....</b>  | <b>10</b> |
| <b>Article XII</b>  | <b>Changes to the ITERA Constitution and Date of Action.....</b> | <b>10</b> |

# **International Telecommunications Education and Research Association Constitution**

**September 16, 2005**

## **Article I – Name**

- Section 1. This organization will be called the International Telecommunications Education and Research Association (“ITERA”).

## **Article II – Purpose**

- Section 1. The mission of ITERA is the advancement of telecommunications science through excellence in research and education. Telecommunications science is interdisciplinary, dealing with the technology, management, and policy.

The clear lines and historic boundaries that once separated telecommunications and information technology are disappearing. A natural convergence of industries and information technologies are blurring any remaining distinctions. To that end, all aspects of telecommunications research and application are welcomed, including wired and wireless telephone, the Internet, satellite communication, cable television, data networks and others as we evolve.

- Section 2. The goals of the organization include:
- Creating a forum for the exchange of information and ideas by educators, researchers and professionals in the field;
  - Creation and maintenance of special interest groups;
  - Development of conferences, other meetings and events which create learning and ideas exchange opportunities.
  - Development and distribution of proceeding and other written content through appropriate publications and electronic exchange;
  - Recognition activities which highlight unusual and excellent achievements by students, educators and practitioners;
  - Encouragement of discourse between telecommunication service providers, vendors, regulators, educators and users.

- Section 3. The purpose of this incorporation is to enhance and expand the telecommunications science field throughout the State of Indiana, the United States of America, and the world.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the

making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article III – Membership**

Section 1. Qualifications and Dues. Membership may be obtained by individuals, members of higher education institutions and businesses involved in telecommunication sciences and related areas upon payment of annual dues for the designated membership year in the amounts set forth in the Bylaws.

Initial dues, until modified by the board, shall be:

|  |        |
|--|--------|
| Individual Membership  | \$95   |
| Institutional Membership (includes 5 individual memberships)<br>(1 voting member and 4 associate members)  | \$395  |
| Pioneers Level Institutional Membership<br>(Includes one voting and 7 associate members from the institution and access for one voting member to the Pioneers Circle activities including the annual Pioneers Circle Dinner and Roundtable at the annual conference and other Pioneers Circle event/special access.)                     | \$1000 |
| Bronze Level Institutional Membership<br>(Includes 1 voting member and 10 associate members and conference entry for 2 members and Bronze Organizational Sponsorship listing in the conference program and other<br>Appropriate sponsorship signage as well as access for 2 to the Pioneers Circle dinner and banquet and awards event.) | \$2000 |
| Student Membership   | \$35   |

Section 2. Prerequisite to Participation. Participation as an officer, committee member, or voting member in ITERA shall be contingent upon valid membership, except in the case of special committee members so designated by the President or his or her designee.

**Article IV – Board of Directors**

Section 1. Function and Authority. The affairs of this association shall be managed by a Board of Directors of no less than 9 and no more than 17 which shall be the governing body of the association with power to formulate policies of the association consistent with its purposes and subject to any specific directions of the membership as adopted at any duly held membership meeting. The Board of Directors shall have authority to conduct all business pertaining to the association between official meetings of the membership. The Board of Directors shall be the

custodian of the property of the Association and shall assume responsibility for the management of its finances. The Board of Directors may appoint an Executive to serve at the pleasure of the Board of Directors. The duties and stipend of such Executive shall be determined by the Board of Directors.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of the Chair, the President, Vice President/President-Elect, the Secretary, the Treasurer, the immediate Past President, and 3-11 Directors, all of whom shall be elected in accordance with the provisions of the Bylaws.

All Directors shall be elected for a term of three (3) years after the founding board terms expire. Newly elected Directors shall take office immediately following the close of the Annual Meeting of the Association following their election and serve until their successors are elected and qualified. The one exception to the above is that one board member position shall be a one-year Presidential appointee. His or her appointment shall run concurrent with the President’s term in office.

Ex officio Board Member. The President, with concurrence of the Executive Committee, may add a non-voting ex officio member to the board for a specified period of time, to provide a specific service.

Section 3. Initial Board of Directors. The initial Board shall serve staggered 2 or 3 year terms to assure stability in the start up period. All regular terms, excepting the president’s appointee, shall be for 3 years thereafter. The board shall number 9-17 regular members. Until their successors are duly elected and qualified, the Directors of this Association shall be as follows:

|   |                              |                                   |
|---|------------------------------|-----------------------------------|
| 3 | Gantt, James                 | Murray State University           |
| 3 | Gershon, Richard (President) | Western Michigan University       |
| 2 | Kidder, Mary Lou             | Sauk Valley Community College     |
| 2 | Patrick Ryan                 | University of Colorado            |
| 3 | Rawles, Phil (Treasurer)     | Purdue University                 |
| 2 | Reif, Harry                  | James Madison University          |
| 2 | Richardson, Carol            | Rochester Institute of Technology |
| 3 | Thompson, Rich               | University of Pittsburgh          |
| 2 | Snow, Andy (Vice President)  | Ohio University                   |
| 2 | Steele, Ray (Chair)          | Ball State University             |
| 3 | Weiser, Mark (Secretary)     | Oklahoma State University         |

**Article V – Meetings**

Section 1. Regular Meetings. At least three regular meetings of the Board of Directors shall be held each year at such times and such places as the Board of Directors may determine. Notification of the time and place and proposed agenda shall be mailed or faxed or emailed to the members of the Board of Directors prior to each

meeting. Directors may attend meetings by audio or other electronic means as long as all attending can at least hear and speak to all others attending.

- Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or at the request of the President, or a majority of the voting members of the Board. Notice of the time and place of any special meeting shall be given to each Director in writing or fax or email at least three (3) days prior to the date of such special meeting.
- Section 3. Parliamentary Procedure. Meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order.
- Section 4. Quorum. A majority of the members of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting and refer temporary action to the Executive Committee, to be confirmed by the board later.
- Section 5. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
- Section 6. Informal Action. In the event that Board action, as opposed to Executive Committee Action, is determined to be needed by the Executive Committee, and the Board is unable to meet in appropriate time to act, the Chair may be authorized by the Executive Committee to poll the total Board. A printed record (fax or email) of votes cast shall be maintained by the Secretary.
- Section 7. Removal of Board Members. Members of the Board of Directors of the International Telecommunications Education and Research Association, all of whom serve at the pleasure of the Board on behalf of the Members and, thus, all of whom may be removed from the Board by a majority vote of a quorum of the full Board, accept a standard of participation when accepting membership on the International Telecommunications Education and Research Association Board. Therefore, any Board Member who is absent for more than two official Board meetings in one year, and who has not contacted the President or Vice-President to be excused for reason of serious conflict which prohibits attendance shall be brought before the Board for non-performance as a Board Member and a vote shall be taken to determine his/her continuation on the Board. A simple majority of a quorum is sufficient for action.
- Section 8. New Initiatives and Financial Policy Guidelines. No new cost-based initiatives will receive consideration without a revenue plan. While initiatives may be break even, a plan must be provided to the board for consideration at least 2 weeks before the board meeting at which action is sought unless the board grants an exception. An annual report with current financials and record of appropriate tax

filings for the past year will go to all board members at least one week in advance of the annual meeting.

## **Article VI – Officers**

- Section 1. Officers. The officers of this Association shall be the Chairman of the Board, President/President-Elect, a Vice President, a Secretary-Treasurer, and the Past President; each of whom shall be nominated and elected as hereinafter provided. (Board membership shall run at least as long as the term of office for each.)
- Section 2. Nominating. At least four (2) months prior to the annual regular membership meeting, the Chair shall convene a Nominating Committee comprised of the Chair of the Board, the Vice President/President-Elect who will lead the committee and at least one other board member appointed by the President. It shall be the responsibility of such committee to screen and to nominate qualified members of the Association to stand for election to the Board. Each nominee shall have indicated to the Committee a willingness to stand for election and to serve if elected. The nominations of the Nominating Committee shall be submitted in writing to the Board of Directors at least 14 days prior to the annual membership meeting. Members may forward suggested nominees to the nominating committee for consideration.
- Section 3. Election and Term of Office. The Vice President shall cause ballots to be prepared listing each candidate nominated by the Nominating Committee. The ballots thus prepared shall be mailed, faxed or e-mailed to each member of the Board in good standing of the Association at his/her last known address as shown by the records of the Association not later than fourteen (14) days prior to the annual membership meeting. Each member shall be entitled to one vote for each board position to be elected. The candidate receiving a plurality of the votes cast for that office shall be deemed elected.

If more than one position is open the candidates receiving the most votes in declining order, will be elected to fill the available positions (e.g. if 3 positions are open the top 3 vote getters will fill the 3 positions.) Ballots may also be cast in person at the annual meeting.

Ballots must be received subsequent to the start of the annual meeting or by the established deadline to be valid. Any board member who has sent in his/her ballot by e-mail or mail may ask for a substitute ballot if they are in attendance and wish to change their vote. All ballots must be “signed” by the Board member voting in a space provided to assure only one eligible ballot has been cast.

The ballots shall be counted by the members of the nominating committee and certified to the President who shall announce the results to the membership.

The Chair of the Board shall serve for two (2) years. The President shall serve for a one year term. The Vice President/President-Elect shall be elected for a two (2)-year term, in the first year to serve as Vice President and then to move to the office of President. The Secretary and Treasurer shall be elected for two-year terms staggered such that new officers are elected in alternating years. All new officers shall assume their respective positions immediately following the close of the annual regular meeting of the membership, and shall continue in office until their successors are elected and qualified. Officers may be re-elected; however, the President may not succeed him or herself. Instead, they may become Vice President. The Past President will serve on the board for a one year period, taking on a special assignment as assigned by the board.

Section 4. Vacancies. Should the office of Secretary or Treasurer become vacant, the Board of Directors shall elect a member to complete such term of office. Should a vacancy occur in the Office of President, the Vice President shall assume the duties of the President and serve the un-expired term of his/her predecessor and his/her elected term. The Board shall appoint the immediate Past President to fulfill the President Elect's role until a new President Elect can be elected by the board. Should the elected Vice President resign, the Board of Directors shall elect a replacement.

Section 5. Duties of Officers. The Chair of the Board's duties include leading all board meetings and serving on the Executive Committee. He or she serves as CEO of the Association.

The duties of the President include running the Executive Committee meetings and carrying out the instructions of the Board of Directors. He or she is the COO, the Chief Operating Officer, of the Association.

The duties of the Vice President shall be to serve as planning officer of the association. The Vice President shall serve on committees and perform such other duties as delegated by the President and/or Board of Directors. In addition the Vice President is expected to coordinate program activities, including group meetings.

The duties of the Secretary shall be to keep records of all membership and Board of Directors meetings and to maintain the official records of the association.

The duties of the Treasurer are to collect all dues and other accounts due the Association, and deposit such funds in the name of the International

Telecommunications Education and Research Association in a financial institution approved by the Board of Directors. The Treasurer will keep accounts of the sources of all income and the purposes of all expenditures, manage tax filings and provide a complete financial report at the annual membership meeting of the Association.

Section 6. Personal Liability of Directors.

a. Elimination of Liability. To the fullest extent that the laws of the State of Indiana as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Association shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as a Director.

b. Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Association who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Constitution of the Association which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendments, repeal, Bylaw or provision.

Section 7. Indemnification. Right to Indemnification. As used herein the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other (i) to which such person is a party (other than an action by the Association) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Association.

Unless in a particular case indemnification would jeopardize the Association's exempt status under Section 501(a) of the Tax Code or result in the Association's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Association shall be entitled as of right to be indemnified by the Association against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action..

A person who is not a director or officer of the Association may be similarly indemnified in respect of service to the Association to the extent the Board at any time designates such person as entitled to the benefits of this Section.

As used in the Section, "indemnitee" shall include each director and each officer of the Association and each other person designated by the Board as entitled to the benefits of this Section; liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Association has not as its expense assumed the defense of Action on behalf of the

indemnitee with reputable and experienced counsel selected by the Association, or (ii) if it shall have been determined pursuant to Section (7.2) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

Section 8. Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Association's tax exempt status under Section 501(a) of the Code or result in the Association's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by the Association, as incurred, provided that the Association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 9. Right of indemnitee to Initiate Action: Defenses. If a written claim is not paid in full by the Association within thirty days after such claim has been received by the Association, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

The only defenses to an action to recover a claim for indemnification otherwise properly asserted shall be (i) that the indemnitee's conduct such that under applicable law the Association is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Association's tax exempt status under Section 501(a) of the Code or result in the Association's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Association.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted shall be that the indemnitee failed to provide the undertaking required.

## **Article VII – Committees**

Section 1. Standing Committees. There shall be Standing Committees on Membership, Conference, Awards, and Publications. Each Committee shall consist of at least three (3) members recommended by the President and approved by the Board of Directors. The Chair of a Standing Committee shall be designated by the President and approved by the Board of Directors. The Chair of each Standing Committee shall provide reports of Committee activities at each meeting of the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the annual meeting of the Association. Unless otherwise specified in the Bylaws, terms of members shall be staggered over a

three (3)-year period. If a vacancy occurs, it shall be filled by appointment of the President or his/her designee. The chair or co-chair of each committee shall be a board member.

- Section 2. Membership. This Committee shall maintain accurate records of the membership, and shall in all appropriate ways, urge those eligible to become members of the Association. A board member shall chair this committee.
- Section 3. Conference. This Committee shall plan, organize and conduct any conferences of the Association. The Committee shall recommend to the Board for approval a date and site for a conference at least six (6) months in advance when possible. The Committee members shall be appointed for one year and are eligible for re-appointment. A board member shall chair this committee and serve at least a 2 year appointment period.
- Section 4. Awards. The Committee shall designate those persons who shall be honored by the Association as directed by policies set by the Board. A board member shall be chair.
- Section 5. Publications. This committee shall provide leadership and advice to the board regarding appropriate publication activities (on line or otherwise) to be pursued by the Association, including financial plans and other specifics. A board member shall be chair or co-chair of this committee.
- Section 6. Other Standing Committees. When the Board of Directors creates a Standing Committee, it shall state the purposes and the responsibilities of the Committee for inclusion in the Minutes of the Association. The Board shall initiate an Amendment to revise the Bylaws, to be voted upon at the subsequent meeting, to include such a Committee. The Chair, term, and initial members of the Committee shall be recommended by the President and approved by the Board.
- Section 7. Special or Ad Hoc Committees. When a special or Ad Hoc Committee is created by the Board, the President shall appoint a Chair and members of the Committee to carry out the purpose for which it was created and a termination time for the ad hoc committee.

#### **Article VIII - Fiscal Year**

- Section 1. The fiscal year of the organization shall be from January 1 – December 31, although this may be altered by the board on advice of the Treasurer.

#### **Article IX – Amendments**

Section 1. Initiation of Amendment. Amendments to these Bylaws may be initiated by the Board of Directors, or by a Committee authorized by the Board of Directors for the purpose of recommending Amendments to the Bylaws, or by a petition signed by ten percent (10%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

Section 2. Adoption. An amendment initiated as herein provided may be adopted by a 2/3 vote of the board members present and voting at any regular or special meeting of the board, or by a simple majority of the members by mail ballot..

### **Article X – Dissolution**

Section 1. Should ITERA be dissolved, control of the organization’s assets will revert to a 501.c(3) organization.

### **Article XI – Ratification**

Section 1. Membership Vote. This Constitution shall become effective when ratified by a majority of the vote of the founding members of ITERA attending an official meeting.

### **Article XII – Changes to the ITERA Bylaws and Date of Action**

September 26, 2006  
ITERA Advisory Board Proposal

Section 1 Purpose. To create a group of “primarily” business affiliates, with some academics, who represent a range of organizations who can share their experience and relationships to help the ITERA Board via their advice, ideas and affiliations.

This group should serve as an access point for new organizations and a “proof of interest” experience for potential new ITERA Board Members. Active Advisory Board Members should prove a good source of talent for the board.

It should also serve as a broader base of conference talents and ideas and a marketing asset.

Section 2 Requirements for Membership. While becoming an ITERA member organization is the expected goal, Advisory Board Members may serve up to 1 year before joining ITERA, where this serves ITERA’s interests. It is at the prerogative of the Board.

- Section 2a      Advisory Board Terms of Membership. Up to 1 year without joining ITERA; 3 years if an ITERA member. Re-election to additional terms is up to the ITERA board.
- Section 3      Advisory Board Leadership. This group will be chaired by an ITERA Board Member, preferably a former President or Chairman of Board, and elected for a 2 year term by the board. In some instances the Board may elect a Vice Chair or Co-Chair.
- Section 4      Process of Nomination and Selection of Members. All nominations, which should be in writing and include the nominee's name and organization and brief of reasons for the nomination, are to be forwarded by ITERA Board of Directors to the Chair of the Advisory Board who will vet the nomination, including determining the nominee's willingness to serve, and then, if appropriate, present the nominee to the ITERA Board of Directors for acceptance or rejection by majority vote.
- Section 5      Meeting. The group will meet once per year in person at the ITERA conference or otherwise by electronic means.
- Section 6      Advisory Board Benefits. Advisory Board Members enjoy all ITERA member benefits as well as being included in the awards function and given favorable sponsorship and publicity opportunities as well as direct participation with the board at at least one annual function for ideas exchange (could be a brunch or a reception). In addition, networking and affiliation opportunities are more likely by this association. Also, Advisory Board Members are welcome to attend annual Board of Directors meetings, although they do not cast a vote.