



BYLAWS
OF
QUALITY EXCELLENCE FOR
SUPPLIERS OF
TELECOMMUNICATIONS
FORUM

Version 10.0 – Effective 8 July 2011



QUALITY EXCELLENCE FOR SUPPLIERS OF TELECOMMUNICATIONS FORUM

BYLAWS

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**BYLAWS OF
QUALITY EXCELLENCE FOR SUPPLIERS OF TELECOMMUNICATIONS FORUM**

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1. Name

The name of this organization shall be Quality Excellence for Suppliers of Telecommunications Forum (hereinafter referred to as the Forum), a California nonprofit mutual benefit corporation.

Section 2. Principal Office

The principal office for the transaction of the business of the Forum is located at the headquarters of Forum Staff, which is defined in Appendix A.

ARTICLE II

PURPOSE, SCOPE AND OBJECTIVES

Section 1. Purpose

The purpose of the Forum is to provide an environment where Communications Industry Service Providers and Suppliers can work together to foster continuous improvement of service to the consumer. Improvements include decreasing time to market, improving service provider-supplier relationships, enhancing the quality of telecommunications products and services, and improving the total cost of ownership throughout the supply chain.



Section 2. Scope

This organization is a worldwide forum for cooperation and communication between Communications Service Providers and Suppliers that will encourage the continued evolution of mutually beneficial quality initiatives, while maintaining independent business judgment. This organization seeks to create an industry-leading quality management system and processes with standardized performance measurements, and share best practices through industry collaboration as the platforms and delivery vehicles converge in the communications, data, and entertainment industries.

Section 3. Objectives

The Forum shall:

- Develop and maintain TL 9000 - “Quality Management System Requirements and Measurements”, for use by the global communications industry.
- Develop and maintain a system of collecting TL 9000 registered data, and use that information to generate comparative measurement reports.
- Promote the use and development of a collaborative forum and Best Practices in quality for the global communications industry.
- Foster continuous improvement of communications services
- Engage in all other activities in support of its purposes.

Each Service Provider and Supplier shall remain free to elect whether to incorporate TL9000 quality requirements in its contracts or subcontracts for supply of telecommunications products and services.



ARTICLE III

MEMBERS

Section 1. Membership Classes

There are three classes of Membership in the Forum: Full, Liaison, and Affiliate.

- (1) Full Membership in the Forum is open to (a) all Communications Service Providers and (b) all Suppliers of Products that are integrated into or provide support of communications systems. Members in this category may vote and hold office in the Forum.
- (2) Liaison Membership in the Forum is open to TL 9000 training providers, business management consultants, Certification Bodies, Accreditation Bodies, or any other organizations approved for liaison membership by the Executive Board. Members in this category may not vote or hold elected office in the Forum.
- (3) Affiliate Membership in the Forum is open to Affiliates of Full Member companies. For the purposes of these Bylaws, an "Affiliate" means, with respect to any company, any other company, which directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with, such company. The term "control" means the possession of the power to direct or cause the direction of the management and policies of a company by the ownership of greater than 50% interest in such company, possession of 50% of the seats on such company's board of directors, or by contract. The voting rights of the Affiliate member are limited and controlled by the Full Member. Thus, there is only one vote in total attributed to the Full Member Company and all of its Affiliate Members, with the Full Member deciding in each instance which of its member companies may cast its single vote. Affiliate Members may hold elected office in the Forum, and may vote on any matter for which the Full Member could otherwise vote, so long as the Full Member has designated its vote to the Affiliate Member for that matter.

Section 2. Categories of Interest



Full and Affiliate Members shall be categorized as follows:

- (1) Service Providers – provide communications services to consumers (end users).
- (2) Suppliers – manufacturers and distributors of telecommunications hardware and/or software and/or content, or industry services such as installation, system design, or other products integrated into the communications systems.

If the Executive Board determines that there is a significant group with long-term interest outside the membership categories, the Executive Board may decide to expand the membership categories. Membership category expansion shall require the approval of two thirds of the full Forum membership, and subsequent amendment of the Bylaws.

Section 3. Observers, Individual Experts, and Interested Organizations

Organizations may participate as Observers or Interested Organizations. Individuals may participate as Individual Experts. None of the above are classified as members of the Forum as defined in Section 2 herein, and shall neither vote nor hold elected office.

Section 3.1 Observers

Organizations having an interest in the Forum's work may request recognition or listing as an Observer by contacting Forum Staff, Working Committee Chairs, or an Executive Board Director. The purpose of allowing Observers is to assist potential member organizations in making a decision on membership, so Observers must otherwise be eligible for membership. Observers must make an observation request at least two weeks in advance of their attendance, may be advised of Forum activities, and may attend up to two (2) meeting sessions. Participation is limited to observing the proceedings of the Forum meetings; however, comments from the Observer may be solicited at the discretion of the meeting's presiding Chair.



Section 3.2 Individual Experts

The Forum may select individual experts (including Executive Contributors) to assist it and participate in Forum and Working Committee meetings. Individual experts may be advised of Forum activities, may attend Forum and Working Committee meetings, and may submit comments for consideration.

Section 3.3 Interested Organizations

Organizations having related interest in the Forum's work may request recognition as an Interested Organization by contacting Forum Staff. The purpose is to keep their organization advised of Forum activities and keep the Forum advised of their organization's activities. These organizations may be advised of Forum activities, may attend Forum and Working Committee meetings, and may submit comments for consideration.

Requests for recognition as an Interested Organization shall be addressed to Forum Staff, shall indicate the applicant's direct and material interest in the Forum's work, any qualifications, willingness to participate actively, and, if the applicant is an organization, company, or government agency, shall identify a representative and an alternate. The organization, company or government agency may change its identified representative (or alternate) by notifying Forum Staff in writing (includes electronic media).

Forum Staff shall provide all Interested Organization applications and information to the Executive Board or the appropriate Executive Board Committee, who will make a decision regarding acceptance by majority vote. When appropriate, the Executive Board may recommend that the applicant seek representation through an organization which is already a Forum Member and represents the same or similar interest.



Section 4. Member Rights and Responsibilities

Section 4.1 Member Rights

Each Full Member will have one (1) vote, held by the designated company representative or alternate, in all decisions made by the Forum for which the Bylaws require a membership vote.

Each Member will receive all information regarding meetings, elections, and Working Committee proposals.

Each Full Member will receive all information regarding letter ballots and other such items prior to actual voting.

Any Member may make proposals to the Forum, including any appropriate Working Committee, Forum Staff, or Executive Board for improvements to the Forum operations or products.

Any Member may participate in any meeting of the Forum or its Working Committees for which the Member is eligible to participate.

Section 4.2 Member Responsibilities

Each Member will contribute an annual non-refundable membership fee the amount of which will be determined annually by the Executive Board (hereafter "Membership Dues"). Notification to Members will be made no later than end of July for the following year.

The Full Member company is the "Full Member" as that term is used in these Bylaws, but each Full Member will designate a Company Representative to vote and take part in proceedings of the Forum on behalf of the Full Member, and an alternate representative who will vote and take part in proceedings of the Forum if the designated representative is not available.



Each Member is encouraged to commit a subject matter expert (SME) to work on at least one of the Working Committees. These SMEs may be empowered to act as the Company or Alternate Representative to make decisions for their Company in Working Committees.

Section 5. Request for Membership

Request for membership shall be addressed to Forum Staff. This request shall include completion and execution of any applicable membership application, and shall indicate the applicant's direct and material interest in the Forum's work, any qualifications, willingness to participate actively and, if the applicant is an organization, company, or government agency. It shall also identify a Company Representative and an Alternate Representative. No individual may represent more than one company. The organization, company or government agency may change its Company Representative (or Alternate) by notifying Forum Staff in writing (includes electronic media). Each Member shall declare its own interest category as appropriate and in accordance with the Forum's established categories.

Forum Staff shall provide all membership applications and information to the Executive Board.

An applicant deemed by a 2/3 majority of the Executive Board to satisfy the membership criteria of Article III, Sections 1 and 2 shall be approved for the appropriate classification and category of membership by the Executive Board. The applicant shall become a Member upon execution of a membership agreement and payment of appropriate membership fees. Staff.

Section 6. Membership Dues

Invoices for Membership Dues will be sent in October, and will require payment in January for Membership that calendar year. Members delinquent in payment of Membership Dues are subject to suspension and termination of membership. The



Executive Board, or a duly authorized Board Membership Committee, will work with Forum Staff to contact Members in arrears and work to collect delinquent Membership Dues per a Board authorized process provided in a QuEST Forum controlled document. Members delinquent in payment of Membership Dues are subject to suspension and termination of membership.

At the Board's discretion, non-profit Liaison Members may have annual fees waived.

Section 7. Membership Participation

Section 7.1 Region Membership

A Member upon registration declares a principal region for membership in the Forum. A Member may declare additional regions if they intend to participate in those regions.

Section 7.2 Multiple and Fractional Memberships

No Member may hold more than one Full Membership and no Affiliate of a Member may hold a Full membership.

In a merger or acquisition involving more than one Member, the new corporate group formed by the merger or acquisition will be responsible for determining which entity will continue to be a Member and notify Forum Staff at the close of the merger. No fractional memberships may be held by any Member.

Section 7.3 No Transfer of Memberships

Memberships in the Forum or any rights arising therefrom are not transferable or assignable, provided that membership may be transferred in connection with a merger or acquisition of a Member.

Section 8. Resignation, Suspension and Termination

A Member may resign by submitting a letter of resignation to Forum Staff. Dues and



fees are not refundable.

Resignation, however, shall not relieve the resigning Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and shall not diminish any right of the Forum to enforce any such obligation or obtain damages for its breach.

The Executive Board, acting in good faith and by affirmative vote of two-thirds of all of the members of the Board, may suspend, expel or terminate a Member for cause. The Board shall give the Member fifteen (15) days' prior notice of the expulsion, suspension or termination and the reasons there for. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class mail sent to the last address of the Member shown on the Forum's records. The Member shall have an opportunity in the manner specified in the notice to be heard, orally or in writing (includes electronic media), by a person or body authorized by the Board to hear the Member, not less than five (5) days before the expulsion, suspension or termination is effective.

Section 9. Decision Process for Actions by Full Members

Section 9.1 Bylaws

The formal letter balloting process described in Article X, Section 1, will be used to adopt or amend the Bylaws. Proposals for adoption or amendment of the Bylaws may be initiated either by the letter balloting process or by two thirds of the Executive Board.

Regardless of how the adoption or amendment is initiated, adoption of or amendment to the Bylaws must be approved by two thirds of all Full Members in good standing at the time of issuance of the ballot. For the purpose of calculating whether two thirds of all Full Members have approved an action under this Section, any abstention from the vote shall not be included in the denominator of the calculation.

Section 9.2 Elections

Pursuant to Article X, Section 5 of these Bylaws, the Executive Board or the Full



Members will determine whether the formal letter balloting process or the meeting approval process described in Article X, Section 1, will be used to hold elections. Elections require the approval of a plurality of Full Members present at a meeting or returning a ballot. "50% plus one" of the voting members returning ballots constitute the required quorum.

Section 9.3 Other Decisions

Pursuant to Article X, Section 5 of these Bylaws, the Executive Board or the Full Members will determine whether the formal letter balloting process or the meeting approval process described in Article X, Section 1, will be used for any other action of the Forum membership which requires approval by the Full Members. The formal letter balloting process will be used to adopt, modify or terminate the TL 9000 Handbooks. Unless otherwise provided in these Bylaws, such actions, to be approved, must meet both of the following requirements for passage: 1) approval of two-thirds of Full Members present at a meeting of the Forum or returning a ballot (for the purpose of calculating whether a sufficient number of Full Members present at a meeting or returning a ballot have approved an action under this subsection 1, any abstention from the vote shall be excluded from the denominator of the calculation), and 2) approval of one-half of all Full Members in good standing at the time of the meeting or of issuance of the ballot (for the purpose of calculating whether a sufficient number of Forum Full Members have approved an action under this subsection 2, any abstention from the vote shall not be included in the denominator of the calculation).

Section 10. Consensus

The Forum aspires to reach consensus on all decisions. Consensus is established when substantial agreement has been reached among interest groups participating in the consideration of the subject at hand. Interest groups are those materially affected by the outcome or result. Substantial agreement means more than a simple majority, but not necessarily unanimity. However, even if consensus is not reached, the voting procedures described in these Bylaws shall be conclusive. The voting process will be as outlined in Article X.



ARTICLE IV

OFFICERS, EXECUTIVE BOARD AND FORUM STAFF

Section 1. Officers

The members of the Executive Board and managing officers appointed by the Board shall be the Officers of the Forum. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Forum, and shall perform such other duties and exercise such other power as the Forum may from time to time prescribe.

- (a) **Number and Composition.** The Executive Board will consist of a minimum of twelve (12) individual representatives from twelve (12) Full Members, which Full Members will be split equally among the Full Membership categories designated in Article III, Section 2. The Chair, Vice-Chair and Directors are the voting members of the Executive Board. In addition, any Principal Managing Officers (e.g., President, CEO, or COO) shall serve as non-voting Officers of the Executive Board and the Board may at its discretion include as a non-voting member of the Executive Board any other direct employees of the Forum. If an Executive Board member resigns or is terminated from a Full Member Company during his or her tenure on the Board, the Executive Board member must vacate his or her position on the Board, and the open Board position will be handled in accordance with the requirements of Article IV Section 8.
- (b) **Term.** The term for the Chairman and the Vice-Chairman is one year. The outgoing Chair continues to serve as Chair Emeritus for one year (a non-voting position unless also reelected as a Director). The incoming Chair nominates a Vice Chair from among the Executive Board, subject to confirmation by full membership vote. The Vice-Chairman automatically succeeds the previous Chair after one year. This means a three-year commitment for the person who becomes Vice-Chair. The term for the other Executive Board members is two years. Executive Board terms should be staggered so that one-half of the



directors come up for election each year, thus ensuring continuity on the Board and maintaining to the extent possible the balance among Full Membership categories.

- (c) Chair. The Chair shall preside at all Forum and Executive Board meetings, and shall perform such other duties and exercise such other powers as may be prescribed from time to time by the Forum.
- (d) Vice Chair. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and perform such other duties and exercise such other powers as the Forum may from time to time prescribe.
- (e) Principal Managing Officer (e.g., President, CEO, or COO). If the Chair and Vice-Chair are not available, a Principal Managing Officer may perform the duties and exercise the powers appropriately delegated to him by the Chair and/or Vice Chair (or the Board members present) to facilitate the continued operations of the Forum, provide leadership of meetings, and other duties within the scope of such express delegation. This delegation shall not include the authority to vote by proxy.
- (f) Treasurer. Upon nomination by the Chair and unanimous approval by the Board, the Board will appoint a Treasurer. The Treasurer, with the assistance of a duly appointed Executive Board Finance Committee, shall regularly review the expenses incurred in operating the Forum. The Treasurer will propose to the Executive Board any adjustments in dues needed to cover the Forum's operating expenses. In addition, the Treasurer shall review expenses and revenues associated with ongoing operations and recommend needed changes to the Executive Board.
- (g) Secretary. Upon nomination by the Chair and unanimous approval by the Board, the Board will appoint a Secretary as required by the Forum's corporate charter. Duties and responsibilities are to be outlined by the Board. The Secretary may simultaneously serve as the Treasurer.
- (h) Diversity of Interests. Each Executive Board Member must represent a different company. The Chair and Vice Chair Member companies shall not be from the same category as designated in Article III, Section 2. If categories designated in Article III, Section 2 are expanded, the Executive Board may be increased to represent the new Full Membership categories. At least one board position each



shall be set aside for a “small supplier” and “small service provider” member company (as such dues classes are defined from time to time by the Executive Board).

- (i) Executive Contributors. The Executive Board may at its discretion include other individuals as non-voting Executive Board Members (known as “Executive Contributors”). An Executive Contributor should provide a service fulfilling a specifically identified area of need for the Board. Accordingly, the Chair and Principal Managing Officer (e.g., President, CEO, or COO) must approve the appointment of Executive Contributors.

Section 1.1 Executive Board Responsibilities

Subject to the provisions of the Law and any limitation in the articles of incorporation and Bylaws of the Forum, the activities and affairs of the Forum shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board.

The Executive Board has all of the duties and rights of a Board of Directors as that term is used in the California Nonprofit Mutual Benefit Corporation Law (the “Law”). The “Directors” of the Corporation, as such term is defined in section 5047 of the Law, are only those persons with voting authority as Executive Board members who have been elected or designated to serve as Directors pursuant to Sections 1 or 1.10 of this Article.

The Board may delegate the management of the activities of the Forum to any person or persons, management company or committee however composed, provided that the activities and affairs of the Forum shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

The Executive Board has the following responsibilities:

- (1) Develop policy and direction consistent with the interests of the Forum.
- (2) Approve execution of contracts on behalf of the Forum.
- (3) Approve disbursement of funds on behalf of the Forum.



- (4) Initiate projects requiring funding and/or contracting.
- (5) Provide for budgeting and accounting of the financing of the Forum.
- (6) Oversee the establishment of the Forum meeting schedules and agendas.
- (7) Provide leadership and program management to the Forum for achieving its stated goals.
- (8) Provide for measuring the effectiveness of the Forum.
- (9) Manage Forum Staff.
- (10) Approve and revoke Forum membership per the Bylaws.
- (11) Communicate status of above activities to the Forum membership
- (12) Recruit and mentor targeted companies and executives for membership in the Forum.
- (13) Serve as Executive Sponsor in support of one or more Working Committees in the implementation of the Forum's strategic plans.
- (14) Encourage and monitor membership compliance with the Forum's Code of Conduct and Antitrust Guidelines

Section 1.2 Policy and Direction

In order for the Forum to progress, a strategic plan identifying the goals of the organization as well as the tasks to achieve the goals is to be developed and maintained. The strategic plan is to be documented and filed with Forum Staff. The Executive Board Operations Committee will obtain input from the Leadership Council and others to prepare for the Board's annual strategic planning meeting, where the



strategic plan will be modified and finalized for submission to the Board. The Executive Board shall review and approve the plan for presentation to the full Forum membership at the annual meeting. Reports given at the Forum meetings are to include status, inclusive of planned future activities, against the strategic plan.

Section 1.3 Committees of the Executive Board

From time to time, at the discretion of the Executive Board, committees of the Executive Board may be appointed to perform such functions as designated by the Executive Board. Committees of the Board shall not, in any instance, perform any act or engage in any conduct contrary to these Bylaws, or beyond the scope of the Executive Board's authority. Unless a committee is given express authority to act on the Board's behalf (in which case it must be comprised solely of 2 or more elected Board Directors), actions taken by Board Committees which would normally require Board approval must be submitted for approval by majority vote of the Executive Board.

The following committees of the Executive Board are established by these Bylaws, and shall perform the functions provided herein, and such other functions as may be determined by the Executive Board. The composition of each Board committee is indicated herein, but is at all times subject to Board approval.

- Nominating Committee: Comprised of a Chair (a Director selected by the Executive Board Chair), Principal Managing Officer (e.g., President, CEO, or COO), and other Leadership Council representatives, Executive Contributors, or Directors nominated by the Committee Chair and Principal Managing Officer and thereafter approved by a 2/3 majority of the Board.
- Finance Committee: Comprised of Treasurer serving as Chair, Principal Managing Officer (e.g., President, CEO, or COO), and one or more Directors and/or Leadership Council members or Executive Contributors as nominated by the Committee Chair and approved by a 2/3 majority of the Board.
- Compensation Committee: Executive Board Chair, Vice Chair, Chair Emeritus, and Finance Committee Chair, as approved by a 2/3 majority of the Board.
- Governance Committee: Executive Board Chair, Vice Chair, Chair Emeritus,



Treasurer, Principal Managing Officer (e.g., President, CEO, or COO), and the Forum's legal counsel, as approved by a 2/3 majority of the Board.

- Membership Committee: Comprised of a Chair (a Director nominated by the Executive Board Chair), Principal Managing Officer (e.g., President, CEO, or COO), and one or more Directors or Executive Contributors as determined by the Committee and approved by a 2/3 majority of the Board.
- Operations Committee: Chaired by the Principal Managing Officer (e.g., President, CEO, or COO), Executive Board Vice Chair, and members of the Leadership Council or Executive Contributors and Directors nominated by the Committee Chair and approved by a 2/3 majority of the Board.

Section 1.4 Regular Meetings of Board

The Executive Board may fix by resolution the time and place, either within or without the State of California, for the holding of regular meetings of the Board without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the Directors in the same manner as notice for special meetings of the Executive Board.

Section 1.5 Special Meetings of Board

Special meetings of the Executive Board for any purpose or purposes may be called by the Chair or, if the Chair is absent or refuses to act, by the Vice-Chair, or by any two (2) Directors.

Section 1.6 Notice of Board Meetings

Notices of any special meeting of Directors shall be given in writing (includes electronic media), either by mail or by electronic means, to each Director. Such notice must be sent a sufficient length of time in advance of the meeting that such notice will have a reasonable time to reach the addressee in due course of delivery and give the addressee time to attend the meeting, but in any event confirmation of receipt of such notice must be received by Forum Staff at least three (3) full days in advance of the date of the meeting. Such mailing shall be due legal and personal notice to such Director.



Failure to provide notice of a meeting to a director shall not invalidate the business conducted at that meeting if the director: (A) attends the meeting without protesting the lack of notice to that director, (B) approves in writing (includes electronic media) the minutes of the meeting, or (C) either before or after the meeting (i) signs a waiver of notice, or (ii) signs a written consent to hold the meeting. All such waivers, consents and approvals shall be filed with Forum Staff or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 1.7 Quorum for and Adjournment of Board Meetings

One-half of the Executive Board, including representation from categories of membership set forth in Article III, Section 2, shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 1.8 Manner of Acting in Board Meetings

The act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Executive Board, unless the act of a different number is required by law, the articles of incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least as many Directors as is required to act for the Board.

Members of the Executive Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Minutes of the proceedings of any meeting of the Board shall be taken at all meetings of



the Board. The minutes of any proceeding will be reviewed and approved by the Board members and made available to Forum members on a timely basis.

Minutes are intended to document the proceedings, give insight to the discussions, and be the prime focal point for future documented reference. Minutes at a minimum shall include the following:

- A. The meeting agenda as amended at the meeting;
- B. An attendance register;
- C. A summary statement of the discussion held on each agenda item inclusive of presentations, significant points noted, decisions made and votes taken (including attribution of each Executive Board member's vote), and action items;
- D. A schedule of attachments which would include copies of presentations;
- E. A list of action items indicating the responsible party and due date.

Section 1.9 Action Without Board Meeting

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing (includes electronic media) to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 1.10 Compensation

Members of the Executive Board, unless QuEST Forum Staff, shall serve without compensation.

Section 1.11 Size of the Executive Board

The initial and minimum size of the Executive Board shall be twelve members. The



Executive Board size may be changed as proposed by the Executive Board and confirmed by two-thirds vote of the full Forum membership. Any change in the size of the Executive Board shall maintain the balance of the Board among the Full Membership categories as designated in Article IV, Section 1. The Executive Board vacancies created by an expansion of the Executive Board may be filled by appointment rather than election for the initial two year cycle of that position. The appointments shall be made by a 2/3 vote of the Executive Board.

Section 1.12 Strategic Appointments

The Executive Board may appoint up to 4 board members per year consistent with the QuEST Forum Executive Board strategic plan (“Strategic Appointments”). The Board will limit the number of strategic appointees to 6 at any time. Strategic Appointments will be for up to a 2 year term and the appointed seats will maintain the member type balance required by Article IV, Section 1 (e.g., 2 service providers/2 suppliers). Any reappointments must be specifically approved by the Executive Board’s most recent strategic plan. Strategic Appointments will be approved by a 2/3 vote of the Executive Board. Notwithstanding the special election process described in Article IV Section 8, Strategic Appointments may be used to fill vacant director seats whether the vacant seat was previously elected or appointed. A quorum of the Executive Board may only be reached by elected Executive Board members.

Section 2. Forum Staff

Forum Staff helps facilitate and administer the Forum as directed by the Executive Board. At the discretion of the Executive Board the Forum Staff function may be performed by direct employees of the Forum or by an independent provider.

The duties and responsibilities of the Forum Administrator are determined by the Executive Board. These duties include but are not limited to Marketing and Communications, Membership and Staff, Meetings and Events, Finance and Accounting, and all General Operation.



Forum Staff has no voting privileges. Any independent provider performing Forum Staff shall not be a Member of the Forum or an Affiliate of any Member. In performing its duties it will act impartially and refer unresolved conflicts or disputes in areas of its administrative activities for resolution by the Executive Board.

All documents, innovations, ideas, plans and other “work product” produced by Forum Staff in the scope of work provided for the Forum will be the sole property of the Forum without limitation.

Section 3. Nominations

The Executive Board shall appoint a Nominating Committee to create a slate of candidates for each Executive Board position. Nominations for Officers as defined in Article IV Section 1 shall be provided by the Nominating Committee. Any nominations from the Forum Members must be submitted in writing (includes electronic media) to Forum Staff allowing sufficient time for the Nominating Committee to properly consider and approve or decline such nominations before the Election.

Nominees for the Executive Board should be officers or senior members of a member organization with significant industry experience.

Section 4. Elections

Upon nomination by the incoming Chair, a Vice Chair shall be elected each year for a one-year term and will automatically become Chairman the next year for a one-year term. The outgoing Chair also serves a one-year term as Chair Emeritus (a non-voting position unless also re-elected as a Director). The Directors shall be elected by the Forum membership to serve two calendar years. Half of the directors should be elected each year. The Chair, Vice-Chair and Directors are installed at the annual meeting. The nominees shall be comprised of the slate of candidates prepared by the Nominating Committee as described in Article IV, Section 3. Subsequent annual elections will be held as defined in Article V, Section II.



Information concerning how a particular company voted in a full forum election or even whether a vote was cast by the company shall not be included in the reporting of the results.

Section 5. Limitations

No single Forum Member may have more than one person serve on the Executive Board at a time, whether elected or appointed.

Section 6. Resignation

An Officer may resign by submitting a letter of resignation to the Executive Board or Forum Staff. An Officer who resigns their position may continue to represent their company at the Forum.

Section 7. Removal

An Officer may be removed at any time for cause by a two-thirds vote of the full Forum membership. An Officer may be suspended for cause or without cause until the next regular or special meeting of the Forum by a two-thirds vote of the Executive Board. If an Officer is removed or suspended for cause, the Member Company of the removed or suspended Officer shall be notified. The removed or suspended Officer may continue as a representative, but cannot be reelected to the Executive Board.

Section 8. Vacancies and Succession

Chair - In the event that the Chair position becomes vacant, the Vice-Chair shall succeed to the Chair position and will serve through the end of his or her two-year term.

Vice-Chair - In the event that the Vice-Chair position becomes vacant, the Executive Board will appoint an existing Director, representing the same category of interest as the previous Vice-Chair, to perform the duties of Vice-Chair.



An exception to this rule can occur in the event that the Vice-Chair position becomes vacant as a result of the Vice-Chair succeeding to the Chair in accordance with the preceding paragraph. In this instance, upon nomination by the Chair, the Executive Board will appoint an existing Director representing a different category of interest than the previous Vice-Chair to perform the duties of Vice-Chair. The person who is appointed in this manner would serve a term equal to the remainder of the former Vice-Chair's one-year term.

Director – In the event that a Director position becomes vacant, that position will remain vacant until the next regular election unless a special election is held or the Board makes a Strategic Appointment to fill the seat per Section 1.12 of this Article. The alternate or a new representative of that member company may not fill a vacant Director position except via the special election or Strategic Appointment. If a Director position becomes vacant during a regular election already underway, the run off results of the regular election may be used to fill the vacant position.

Section 9. Special Elections

A special election may be held to fill any director vacancies on the Executive Board. The Executive Board shall expeditiously determine the feasibility of the special election upon notice of a vacancy and, if an election is to be held, appoint a Nominating Committee for the special election. The election process shall be in accordance with Article IV, Section 3 and Article X, with the following exceptions:

- The solicitation of nominees shall close three weeks after the announcement of the special election. Any nominations from the Forum Members must be submitted in writing (includes electronic media) to Forum Staff within this interval.
- The special election will commence one week after solicitation closes and have a two week duration.

The Leadership Council, Executive Board and all nominees will be notified of the special election results within one week of the close of the special election ballot.



Information concerning how a particular company voted in a full forum election or even whether a vote was cast by the company shall not be included in the reporting of the results.

Section 10 Indemnification of Officers

Section 10.1 Indemnity

The Forum shall, to the maximum extent permitted by law, indemnify each of its present or former Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereafter "Proceeding") includes any threatened proceeding) arising by reason of the fact that any such person is or was a Officer of the Forum; provided that the Board determines that such Officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of the Forum and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes an action brought by or in the right of the Forum and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, the Forum is prohibited by the Law from indemnifying its Officers against judgments, fines, settlements and other amounts, the Forum shall nevertheless indemnify each of its Officers against expenses actually and reasonably incurred in connection with the defense or settlement of such Proceeding arising by reason of the fact that any such person is or was a Officer of the Forum; provided that the Board determines that such Officer was acting in good faith and in a manner such person believed to be in the best interests of the Forum and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.



Section 10.2 Advancement of Expenses

Expenses incurred in defending any Proceeding may be advanced by the Forum prior to the final disposition of the Proceeding upon receipt of an undertaking by or on behalf of the Officer to repay the amount of the advance unless it is determined ultimately that the Officer is entitled to be indemnified as authorized in this article or by law.

Section 10.3 Procurement of Insurance

The Board may authorize the Forum to procure and maintain insurance on behalf of any Officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the Forum would have the power to indemnify such person against such liability.

Section 10.4 Exclusions from Indemnity and Advancement of Expenses

This Section 10 does not apply to any Proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Officer of the Forum. Nothing contained in this Section 10 shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Section 11 Limitation of Liability of Certain Directors and Officers

Section 11.1 Limitation of Liability

There shall be no personal liability to a third party on the part of a volunteer Officer caused by the Officer's negligent act or omission in the performance of that person's duties as a Officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the Officer's duties;
- (b) The act or omission was performed in good faith;



- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Forum, either in the form of a general liability policy or a Officer's liability policy, or personally to the Officer. In the event that the damages are not covered by a liability insurance policy, the volunteer Officer shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance.

As used in these Bylaws, "Volunteer" means the rendering of services without compensation, and "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered (but the payment of per diem, mileage, or other reimbursement expenses to an Officer does not affect that person's status as a volunteer).

Section 11.2 Exclusions from Limitation of Liability

Nothing in this Section 11 shall limit the liability of the Forum for any damages caused by acts or omissions of the volunteer Officer. This Section 11 does not eliminate or limit the liability of an Officer for any of the following:

- (a) Self-dealing transactions with the Forum in which the Officer has a material financial interest and which was not approved as provided in Section 5233 of the Law;
- (b) Approval by a Director of distribution of assets of the Forum other than as provided in Section 5237 of the Law; or
- (c) In any action or proceeding brought by the Attorney General.

ARTICLE V



FORUM MEETINGS

Section 1. Regular Meetings

An annual schedule of Forum meetings shall be established by Forum Staff at the request of the Executive Board. One of the meetings shall be designated as the Annual Meeting as described in Article V, Section 2. The full Forum shall meet (at the request of the Executive Board) at least once each calendar year. Forum Staff will work with the Regional leadership, and attempt to schedule at least one meeting in each Region, each calendar year. It is desirable that meetings be limited to one day; however if necessary, more time may be allotted as required. Forum Staff will provide a written meeting notice, either by mail or by electronic means, to the Forum representatives, describing the purpose of the meeting and identifying a readily available source for further information. An agenda shall be available and shall be distributed in advance of the meeting to Members and others expressing interest. All travel and hotel expenses will be the responsibility of each attending party.

Section 2. Annual Meeting

The regular meeting in the first quarter of each calendar year shall be designated the Annual Meeting and shall be held for the purpose of:

- installing the Executive Board members,
- receiving any reports of Officers and Working Committees of the Forum,
- announcing the continuance of Working Committees and installing the Working Committee Chair and Vice-Chair,
- reporting the strategic plan status, and
- conducting any other business that may arise

Any reporting listed above may be accomplished either verbally at the Annual Meeting, or through a written report distributed at the Annual Meeting.

Recognition of new TL 9000 Certifications or recognition of individual contributors may



occur at other QuEST Forum conferences during the year.

Section 3. Special Meetings

Special meetings may be called by the Executive Board or by written request of at least one-third of the Full Members. The purpose of any special meeting shall be stated in a written meeting notice (sent by mail or by electronic means) with a meeting agenda, which shall, except in cases of emergency, be given at least 30 days prior to the meeting. No business other than the expressed purpose of the meeting shall be conducted at the special meeting.

When multiple Working Committees meet, Joint Committee Meetings chaired by Forum Staff may be held to communicate information of general interest, coordinate inter-group activities, provide Working Committee activity reports, and make joint Working Committee decisions. Decisions made at Joint Committee Meetings shall be in accordance with the voting provisions of Article III, Sections 9 and 10.

Section 4. Quorum

A simple majority of the Full Members of the Forum in good standing, with at least one-quarter of the Full Members from each interest category specified in Article III, Section 2, shall constitute a quorum for the transaction of business at any meeting of the Forum membership. Full Members may be represented in the Forum in accordance with Article III, Sections 4.1 and 4.2 of these Bylaws.

A quorum must be established in accordance with the Forum Bylaws prior to the beginning of all Forum meetings. Membership rosters and sign-in or attendance registers shall be the documents used to determine representation for the establishment of a quorum. Once a quorum is established, it is not necessary to re-establish the quorum unless the meeting has been officially adjourned.

ARTICLE VI



WORKING COMMITTEES

Section 1. Scope

Working Committees (also known as Work Groups and Regional Groups) may be created as necessary to address specific program issues, develop and maintain the TL 9000 requirements, and provide the Forum with recommendations. The purpose and goals of Standing Working Committees must be submitted in writing (includes electronic media) for review and consideration by the Forum Executive Board prior to its creation. Working Committees are led by a chairperson responsible for ensuring that open meetings are held to achieve the Working Committee's purpose. Standing Working Committees are formed and approved by the Executive Board.

In addition, Forum Members may form Interim Working Committees pending approval by the Forum Executive Board as a Standing Working Committee at the next scheduled meeting. The interim Working Committees must notify Forum Staff and the entire Forum membership of their formation, with their stated purpose and an invitation to participate, within one (1) week of formation. At the recommendation and vote of a majority of the Forum membership present at a regular or special meeting, Interim Working Committees may be formed as necessary, pending later approval by the Executive Board to become a Standing Working Committee. The initiation of Interim Working Committees may also be done via letter ballot.

The scope, duties, and membership of all Working Committees shall be reviewed by the Operations Committee of the Forum Executive Board annually. The Executive Board may dissolve a Working Committee upon completion of its activities. Working Committees shall be subject to the authority of the Forum Executive Board and none of their acts shall conflict with action taken by the Forum via its officers, directors and staff.

When a new Working Committee has been chartered by the Executive Board, the Executive Board at their discretion may appoint the working committee leadership if there is not sufficient Full Forum Member participation. Sufficient participation shall be defined as a minimum membership level equal to at least ten percent (10%) of the



number of Full Forum Members, or twelve companies, which ever is greater. Once the Working Committee has been fully established, the leadership shall be elected by the participating Full Member companies.

Section 2. Working Committee Funding and Procedure

Section 2.1 Funding and Procedure

Any special funding needed for each Working Committee shall be presented to the Finance Committee for consideration as part of the annual budget process, and approval by the Board. Approved funding that advances the mission and goals of the Forum will be provided to each Working Committee.

Section 2.2 Procedure

At the start of each calendar year, approved funding for the use of each Working Committee will be provided as approved by the Executive Board. Any funds not spent during the current year, shall not be carried forward to the next year.

Each Working Committee Chair shall work with Forum Staff on the proper administration and accounting of this fund on a year to date basis, to include tracking of expenditures against budget. A brief written summary report may be requested for review on an annual basis. These summaries shall be maintained by the Finance Committee/Staff.

The Working Committee Chair must work with Forum Staff to comply with current expenditure requirements.

Section 3. Membership

Individual members of a Working Committee shall consist of Forum Members in good standing having a direct and material interest in the activities of the Working Committee. All Forum Members meeting these minimum requirements are entitled to have



representation on all Working Committees.

Section 4. Observers, Individual Experts and Liaisons

Observers, Individual Experts and Liaisons with a direct and material interest may participate in Working Committee meetings as defined in Article III, Section 3.

Section 5. Meeting Notice

Notices and agendas of all Working Committee meetings shall be given in writing (includes electronic media) by the Working Committee Secretary, except in cases of emergency, at least one week in advance and at least three weeks in advance if practicable. Working Committee meeting notices shall be mailed to the representatives, alternates, and liaisons to the Forum and also to the members, alternates, and liaisons to the particular Working Committee. The rules as stated in Article V, Section 1, apply as to meeting expenses.

Section 6. Member Participation

The Working Committee Chair or Secretary shall notify, in writing (includes electronic media), Member representatives that fail to attend two consecutive meetings in their principal region or which fail to respond to two consecutive Working Committee letter ballot mailings. Refer to Article III, Section 7.1, for a list of principle regions.

If a Member or subject matter expert (SME) representing a Member so notified fails to attend the next meeting or fails to respond to the next Working Committee letter ballot, that Member shall be removed from the Working Committee. Reinstatement as a Working Committee member may be obtained at the end of the next Working Committee meeting attended by notifying the Working Committee Chair or Secretary.



Section 7. Nominations

For each Working Committee, the Working Committee members shall create a slate of candidates for each Working Committee Chair and Vice-Chair position. Each nomination must be accompanied by a written letter from the management of the candidate's corporation, association or organization, committing that entity to provide support for the candidate's performing the duties of the position (e.g., travel, time, incidental secretarial and mailing support).

If there are no candidates for Chair and Vice-Chair and/or the existing Chair or Vice-Chair will not continue in their position until a successor is elected, the Committee's and their respective Subcommittee's activities shall be suspended until the Chair and Vice-Chair are appointed by the Executive Board. If a Chair and Vice-Chair are not appointed by the Executive Board by the next full Forum meeting, the Working Committee shall be disbanded.

Section 8. Elections

The initial set of elected leaders, Chair and Vice-Chair, for a newly formed Working Committee shall serve a term of two years. After the initial term the Chair and Vice-Chair of each Working Committee shall be elected to serve for a one year term by the Working Committee. The Forum Working Committee nominees shall be comprised of a slate of candidates prepared by the Working Committee as described in Article VI, Section 7.

A Working Committee can operate under a Co-Chair structure if necessary (e.g. functional or regional requirements). This structure shall be defined in the Working Committee charter.

Section 9. Duties

The Working Committee Chair shall have the following responsibilities:



- (1) Lead the Working Committee to the successful accomplishment of the program objectives.
- (2) Assure that open and ethical meetings are held.
- (3) Strive for consensus decisions, but use the applicable formal voting procedure as the final decision-making mechanism.
- (4) Report to the Forum on the Working Committee recommendations.
- (5) Develop budget requests and manage and report on the budget during the term of the Working Committee.
- (6) Assure that the Secretary has adequate and timely information for the execution of the secretarial duties.
- (7) Provide inputs for the annual report as needed.
- (8) Recap and document agreements before meeting adjournment.
- (9) Interface with other Working Committees as necessary.
- (10) Ensure that meeting notices with agendas are provided at least one week in advance, except in emergencies.
- (11) Facilitate meetings to ensure that they are efficient and effective (includes clock management).

Section 10. Secretarial Assignments

A Secretary for each Working Committee shall be appointed by the members of the Working Committee. The duties of the Working Committee Secretary shall include: maintaining the Working Committee member roster, taking meeting attendance,



recording “real time minutes” of the Working Committee and maintaining a document register for the Working Committee. These minutes will be reviewed and approved prior to the adjournment of the Working Committee meeting. The Secretary shall forward promptly to Forum Staff and the Working Committee Chair after each Working Committee session, a copy of minutes, of updated document registers, and of all new documents. Also, the Committee Secretary shall cause attendance to be recorded and provided to Forum Staff within five (5) days after a meeting. Forum Staff will update attendance records one week prior to each meeting.

Minutes are intended to document the proceedings, give insight to the discussions, and be the prime focal point for future documented reference. Minutes at a minimum shall include the following:

- A. The meeting agenda as amended at the meeting;
- B. An attendance register;
- C. A summary statement of the discussion held on each agenda item inclusive of presentations, significant points noted, decisions made, and action items;
- D. A schedule of attachments which would include copies of presentations;
- E. A list of action items indicating the responsible party and due date.

After the minutes have been reviewed and approved prior to adjournment, they shall be considered final.

Section 11. Limitations

No individual shall hold more than one elected Working Committee office at a time. No elected leader may serve in the same elected leadership position on the same Working Committee for more than 3 consecutive years except by 2/3 approval of the Board. This does not include time as an appointee to the position. The Working Committee Chair and Vice-Chair must be representatives of Full Members. Partial years of office shall not be considered part of the three consecutive years. No individual may hold elected leadership on the same Working Committee, for more than six (6) consecutive years except by 2/3 approval by the Board.



Section 12. Resignation

A Working Committee Chair or Vice-Chair may resign by submitting a letter of resignation to the Executive Board or Forum Staff.

Section 13. Removal

A Working Committee Chair or Vice-Chair may be removed at any time for cause by a two-thirds vote of the Working Committee, Executive Board, or Forum membership.

Section 14. Vacancies and Succession

Working Committee Chair - In the event that the Working Committee Chair position becomes vacant, the Vice-Chair shall succeed to the Chair.

Working Committee Vice-Chair - In the event that the Working Committee Vice-Chair position becomes vacant, it shall be filled by a majority vote of the members of the Working Committee.

Working Committee Secretary – In the event that the Working Committee Secretary position becomes vacant, a new Secretary shall be appointed by the members of the Working Committee.

Membership Representative - In the event that a Forum Member's representative position becomes vacant, the duties will be performed by the Member's alternate until a new representative is appointed by the Member.

Membership Alternate Representative - In the event that an alternate representative position becomes vacant, that position will remain vacant until a new representative is appointed by the Member.

Each person elected to fill a vacancy shall serve until the next Annual Meeting. At that



time a successor shall be elected pursuant to Article VI, Section 9 of these Bylaws.

Section 15. Decision Process

The decision process set forth in Article III, Sections 9 and 10 will be used at the Working Committee level.

Section 16. Quorum

A simple majority of the Working Committee Members in good standing shall constitute a quorum for the transaction of business at any meeting of the Working Committee. Member companies may be represented in the Working Committee in accordance with Article III, Sections 4.1 and 4.2 of these Bylaws.

A quorum must be established prior to the beginning of all Working Committee meetings. Membership rosters shall be the document used to determine the requirements for the establishment of a quorum. Once a quorum is established, it is not necessary to re-establish the quorum unless the meeting has been officially adjourned.

ARTICLE VII

SUB-TEAMS

Section 1. Scope

Working Committees may establish Sub-teams as necessary to carry out the work of the Working Committees on specific project assignments. Sub-teams are created by a Working Committee with a defined purpose and goals. The purpose and goals of Sub-teams must be submitted in writing (includes electronic media) for review and consideration by the Working Committee prior to its creation. A Sub-team shall disband upon completion of the work in its area of responsibility. Each Sub-team must have a leader in order to be established. Sub-teams shall be reviewed by the Operations Committee as part of the Working Committee review process provided in Article VI



Section 1.

Section 2. Membership

Members of a Sub-team shall consist of Forum Members having a direct and material interest in the activities of the Sub-team.

Section 3. Observers, Individual Experts and Liaisons

Observers, Individual Experts and Liaisons may participate in Sub-team meetings as defined in Article III, Section 3.

Section 4. Decision Process

All decisions from the Sub-team are to be considered recommendations and, are presented to the Working Committee for approval.

ARTICLE VIII

OFFICIAL LANGUAGE

The official language of the Forum shall be U.S. English, and all notices and other correspondence required by these Bylaws shall be written in U.S. English.

ARTICLE IX

AMENDMENT OF BYLAWS

As described in Article III, Section 9, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by a vote of at least two-thirds of all Forum Members.



ARTICLE X

VOTING

Section 1. Vote

There shall be two different voting conventions used by the Forum: (a) voting by letter ballot, and (b) voting at a regular or special meeting of the Forum.

A. Letter Ballot Vote

Each Member shall vote one of the following positions:

- (1) Affirmative (or Yes);
- (2) Negative (or No);
- (3) Abstain

The Executive Board may establish Standing Rules pertaining to the manner of Forum or Executive Board voting by mail, facsimile or electronic means, including, but not limited to, the use of a message board for members to openly discuss issues before and during the voting period.

B. Votes Taken at Forum Meetings

Votes taken during Forum meetings may be by roll call or meeting ballot. Each Member shall vote one of the following positions (or for the candidate of their choice in the case of elections) in all Forum and Working Committee actions other than those requiring a formal ballot vote:

- (1) Affirmative (or Yes);
- (2) Negative (or No);
- (3) Abstain.



Section 2. Voting Rights

A Member's representative shall ordinarily cast that Member's vote. The Member's alternate representative shall cast that Member's vote only if the Member's representative is not available. The vote of a Member may be cast by an individual other than the Member's representative or alternate representative only if said individual's designation to cast the vote of the Member is confirmed prior to the vote in question, in writing (includes electronic media) by the Member's representative or alternate representative, to Forum Staff. No Member, including any Affiliates, shall have more than one vote.

Section 3. Voting Period and Review Cycles

The voting period for letter ballots shall be at least two weeks from the date of issue. An extension may be granted at the Chair's option, when warranted.

A follow-up letter (or electronic mail notification) requesting immediate return of the ballot may be sent, as appropriate, to Members whose votes have not been received within ten working days before the ballot closes.

A letter ballot vote may be preceded by such review and response cycle as the issuing body of the vote deems appropriate. The Forum may establish standing rules for the establishment or length of such review periods.

Section 4. Majority Approval

Unless a higher affirmative vote requirement is set forth in Article III, Section 9 of these Bylaws (and as described in Article III, Section 9.3 of the Bylaws), actions of the Forum membership must be approved by: 1) two-thirds of Forum Members present at a meeting of the Forum or returning a ballot (for the purpose of calculating whether a sufficient number of Members present at a meeting or returning a ballot have approved an action under this subsection 1, any abstention from the vote shall be excluded from the denominator of the calculation) and 2) one-half of all Forum Members in good



standing at the time of the meeting or of issuance of the ballot (for the purpose of calculating whether a sufficient number of Forum Members have approved an action under this subsection 2, any abstention from the vote shall not be counted in the denominator of the calculation).

Section 5. Letter Ballot

In addition to the letter ballots required by these Bylaws, a Forum letter ballot may be authorized by any of the following:

- (1) A majority vote of those present at Forum meeting;
- (2) The Executive Board; or
- (3) A petition of 20% or more Members of the Forum.

A Working Committee letter ballot may be authorized by:

- (1) A majority vote of those present at a Working Committee meeting; or
- (2) A petition of 10% or more members of the Working Committee.

Forum Staff shall issue a letter ballot within ten working days of the authorization of the ballot.

Section 6. Disposition of Views and Objections

When a Forum ballot has been closed, Forum Administration shall forward the ballot tally to the Chair of the Executive Board. For a Working Committee vote, the tally shall be forwarded to the Chair of the Working Committee.

Prompt consideration shall be given to the expressed views and known objections of all participants, and a good faith effort to resolve all expressed objections should be made.



The final result of the voting shall be reported by Forum Staff to the Forum membership.

ARTICLE XI

APPEALS

Members possessing directly and materially affected interests who believe they have been or will be adversely affected by any act of, or failure to act by, the Forum, a Working Committee, a Subcommittee or Forum Staff shall have the right to appeal such actions or inactions. Membership applicants which have been denied membership by the Forum shall have the right to appeal the Forum's decision to deny membership. Such appeals shall be administered as set forth in this Article XI.

Section 1. Complaint

The aggrieved Member or membership applicant (the "appellant") shall file a written complaint with Forum Staff or the Executive Board within thirty days after the date of notification of action or at any time with respect to inaction. The complaint shall state the nature of the objections, including any adverse effects, and any actions or inactions that are at issue. Member complaints shall also set forth any sections of these Bylaws that are at issue, and the specific remedial actions that would satisfy the appellant concerns. Previous efforts to resolve the objections and the outcome of each shall be noted.

Section 2. Response

Within thirty days after receipt of the complaint, Forum Staff or Executive Board shall respond in writing (includes electronic media) to the appellant, specifically addressing each allegation of fact in the complaint to the extent of the respondent's knowledge.

Section 3. Hearing

If the appellant and Forum Staff are unable to resolve the written complaint informally in a manner consistent with these Bylaws, Forum Staff shall schedule a hearing with an



appeals panel on a date agreeable to all participants, giving at least ten working days' notice.

Section 4. Appeals Panel

The appeals panel shall consist of three Member representatives who have not been directly involved in the matter in dispute, and who will not be materially or directly affected by any decision made or to be made in the dispute. The appeals panel shall be selected by the appellant and Forum Staff, with at least two Members acceptable to the appellant and at least two acceptable to the respondent, provided that if the parties cannot agree on a panel, the Executive Board will select the panel.

Section 5. Conduct of the Hearing

The appellant has the burden of demonstrating adverse effects, improper actions or inactions, and the efficacy of the requested remedial action. The respondent has the burden of demonstrating that the Forum and Forum Staff took all actions in compliance with these Bylaws and that the requested remedial action would be ineffective or detrimental. Each party may adduce other pertinent arguments, and Members of the appeals panel may address questions to individuals.

Section 6. Decision

The appeals panel shall render its decision in writing (includes electronic media) within thirty days, stating findings of fact and conclusions, with reasons therefore, based on a preponderance of the evidence. Consideration may be given to the following positions, among others, in formulating the decision:

- (1) Finding for the appellant, remanding the action to the Forum or Forum Staff with a specific statement of the issues and facts in regard to which fair and equitable action was not taken;
- (2) Finding against the appellant, with a specific statement of the facts that



demonstrate fair and equitable treatment of the appellant, and the appellant's objections;

- (3) Finding that new, substantive evidence has been introduced, and remanding the entire action to the Forum or Forum Staff for appropriate reconsideration.
- (4) If neither the appellant nor the respondent meets the burden as described in Article XI, Section 5, the appeals panel shall rule that no action need be taken by the Forum.

ARTICLE XII

DOCUMENT REGISTRATION, ANNUAL AND OTHER REPORTS

All documents generated by the Forum or any of its Executive Board, Working Committee, Subcommittee or other bodies are the property of the Forum and may be used by the Forum Members or other third parties on the terms established by the Forum. No other organization may declare Forum documents as part of their intellectual property.

All documents, including Letter Ballots, generated during a Forum, Executive Board, or Working Committee meeting or submitted to a Forum, Executive Board, or Working Committee meeting must be sent to Forum Staff for file and future reference. All Forum, Executive Board, and Working Committee documents must be registered in the document log of each Forum entity regardless of what level of public discussion they receive. This is a requirement of the due process procedures which have been adopted by the Forum.

Forum Staff will maintain a permanent file of all Forum, Executive Board and Working Committee documents. Copies of numbered documents will be available from Forum Staff's centralized document file upon written request. A cost recovery fee may be imposed.

Section 1. Letter Ballots (Removed)



Section 2. Fiscal Year

The fiscal year of the Forum is hereby fixed as January 1 through December 31.

Section 3. Annual Reports

- (a) An annual report shall be prepared within 90 days after the end of the Forum's fiscal year. That report shall contain the following information in appropriate detail:
 - (i) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year. These documents shall be audited by an independent accountant, and the independent accountant's findings shall accompany the annual report.
 - (ii) A statement of the place where the names and addresses of current Members are located.
 - (iii) Any information that is required by Section 4 of this Article.
- (b) Each Member has the right to receive a financial report under this Section. The report will be posted to the Member's website annually. Except as provided in paragraph (c) of this Section, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.
- (c) This Section shall not apply if the Forum receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 4. Report of Certain Transactions

The Forum shall furnish annually to its Members and Directors, within one hundred twenty (120) days after the close of the Forum's fiscal year, a report which briefly describes each of the following transactions, if any:



- (a) Any “covered transaction” during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of “covered transactions” in which the same “interested person” had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such “covered transactions” should include the names of the “interested persons” involved in such transactions, stating such person’s relationship to the Forum, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and
- (b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Forum pursuant to the Law providing for the indemnification of Officers and Directors; provided that no such report need be made in the case of indemnification approved by the Members. The amount and circumstances of such indemnification should be stated.

Within the meaning of this Section, a “covered transaction” with an “interested person” means a transaction in which the Forum, its parent, or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any Director or Officer of the Forum, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the Forum, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this Section. The statement required by this section may be included in an annual report prepared pursuant to Section 4 above, or shall be prepared as a separate document if no annual report is issued.

**QUALITY EXCELLENCE FOR SUPPLIERS OF
TELECOMMUNICATIONS FORUM**

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