

**Multiservice Switching Forum
Board of Directors
Election Procedures**

**ADOPTED
3/16/99**

I. Introduction

The Multiservice Switching Forum holds an election of Directors to its Board at an Annual Meeting, except as outlined in the Bylaws under Section 4.9 Written Consent. Each Board member will be asked to serve a maximum of a two-year term. This is to provide consistency in Board membership.

Candidates for the Board of Directors must be employed by Principal Members. However, seats on the Board of Directors are held by individuals not member companies. Should a Director separate from his/her company, his/her seat will be vacated; should a Director's company leave the Forum for any reason, his/her seat will be vacated. Any Board position vacated may be appointed for the remainder of that term.

No member organization may have more than one representative on the Board of Directors.

II. Declaration of Candidacy

Candidates for the Board of Directors are encouraged to declare their candidacy to the MSF Management Company in advance of the meeting at which the voting shall take place. However, candidate nominations from the floor, during the meeting, will be accepted.

A format for the declaration of candidates is shown as Attachment A.

MSF's membership will be notified of upcoming elections as stipulated in the Bylaws. Under the supervision of the Executive Director, Voting Representatives unable to attend an Annual Meeting where elections will be held may assign a proxy or vote via proxy ballot. Those individuals voting via proxy ballot understand that they will vote with the knowledge of stated candidates only and forgo the opportunity to vote for those candidates that may present themselves on the floor at an Annual Meeting.

The MSF requires quorum (51%) for the vote to be considered valid. The candidates receiving the highest number of votes will serve two year terms. Once the two year terms have been filled, the second series of vacant positions shall be for one year terms. See

Attachment B. As outlined in the Bylaws, the number of positions and terms for those positions shall be determined by the Board of Directors from time to time.

In the event of a tied election, with two or more candidates receiving the same number of votes, when only one position is available, the following procedures shall be applied:

- firstly, the Chairman shall ask if any of the candidates are willing to stand down; if this does not resolve the tie, then;
- the candidates concerned will be asked if they are willing to decide which shall be elected by tossing a coin; if they do not agree to this, then;
- a further run-off ballot shall take place; the only names appearing on this run-off ballot shall be those of the tying candidates; the procedure for the run-off ballot shall be as above.

In the event there are fewer candidates than there are vacant positions on the Board of Directors, the Board may appoint one or more additional members to fill any vacancies.

The actual tally of votes received by each candidate will be kept confidential.

IV. Positions and Descriptions

As outlined in the Bylaws, the following Board of Director positions are defined. The elected Board of Directors shall vote amongst themselves who shall hold which position.

Chairman of the Board and President

The Chairman of the Board shall set the agenda and preside at all meetings of the Board of Directors. The Chairman of the Board shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long term planning for the Corporation. The Chairman of the Board shall perform all such other duties as pertain to the Office of the Chairman of the Board and shall perform such other duties as the Board of Directors shall prescribe by resolution. The President shall be a member ex-officio of all Committees of the Corporation. The President shall perform all such other duties as pertain to the office of the President and shall see that all resolutions of the Board of Directors shall be carried into effect. In the absence of the Chairman of the Board from any meeting of the Corporation or the Board of Directors, the President shall preside.

Vice President

The Vice President shall in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors or the Principal Members shall prescribe by resolution. In the event that there is more than one Vice President, the Board of Directors shall designate, at the time of the election of the Vice Presidents, which Vice President position shall perform the duties of the President during any absence of the President.

Secretary

The Secretary shall keep a correct list of the names and addresses of the members of the Corporation, shall attend all meetings of the members and of the Board of Directors and shall keep a correct record of all the transactions at such meetings in a minute book belonging to the Corporation. The Secretary shall be the custodian of the corporate records, except those appertaining to the office of the Treasurer. The Secretary shall send out notice of meetings of the members and of the Board of Directors and shall conduct all correspondence other than that appertaining to the office of President and Treasurer. The Secretary shall perform such other duties as pertain to the office of the Secretary and shall do all such things and carry out all such orders as are required by the members of the Corporation or the Board of Directors. The Secretary shall keep or cause to be kept at the principal office of the Corporation in California a copy of the Articles of Incorporation and Bylaws as amended to date. The Secretary may nominate an Assistant Secretary to perform some of the duties as they pertain to the office of the Secretary. Such nomination must be approved by a vote of the Board.

Treasurer

If required by the Board of Directors, the Treasurer shall give bond in such amount and with such surety as may be designated by the Board of Directors, the cost of such bond to be paid by the Corporation. The Treasurer shall receive, disburse, and collect any moneys due and belonging to the Corporation and shall, under the supervision of the Board of Directors, deposit the moneys for the Corporation, in its name and to its credit in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall invest all funds not needed for current disbursements, or may be directed by the Board of Directors, and shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall notify the Secretary of all delinquencies in the payment of special assessments, dues, and initiation fees by members and shall render a full and annual report of the financial condition of the Corporation to the Directors prior to the Annual meeting of the membership. The Treasurer shall perform all other duties required by resolution of the Principal Members of the Corporation or the

Board of Directors and shall perform all duties as pertain to the office of Treasurer. The Treasurer shall maintain or cause to maintain the financial records of the Corporation according to the Generally Accepted Accounting Principles (GAAP). The Treasurer may nominate an assistant Treasurer to perform some of the duties as they pertain to the office of the Treasurer. Such nomination must be approved by a vote of the Board. The Treasurer will provide to the Board of Directors, in a timely manner, an audited annual financial report.

Attachment A

**Multiservice Switching Forum
Board of Directors
Declaration of Candidacy**

Members of the Board of Directors will be required to commit significant time to achieve the objectives of the Multiservice Switching Forum. Please limit your response to one page.

Please complete the attached form and forward by E-mail:

Due: No later than FILL IN DATE HERE

Attn: Cindy Morgan, Phone: 510-608-5922

E-Mail: info@MSForum.org

PLEASE NOTE: Only Principal Members can run for board positions. All candidates must be willing to serve for a one or two year term, to be determined by the membership during the ballot process.

Full Name

Title

Member Organization

Address

Address

Address

Telephone

Facsimile

E-mail address

The Candidate should complete the declaration below and provide his or her answers to the questions outline below. The form should then be returned to the MSF via e-mail by the date given above. Faxed or mailed copies will not be accepted.

Declaration

I hereby signify my willingness to stand for office as candidate for the position of Director of the MSF. I agree, that if elected, I will adhere to the Bylaws and Policies and Procedures of the MSF currently in force and as may be amended by the membership from time to time.

- 1) **Please summarize your involvement with, and contributions to, the Multiservice Switching Forum to date:**
- 2) **Where do you see the Multiservice Switching Forum going in the next three years?**
- 3) **What will be the Multiservice Switching Forum's biggest challenges ahead?**
- 4) **What contributions do you plan to make to the Multiservice Switching Forum over the next year? What are your personal objectives should you be elected?**
- 5) **What advantages does and will the Multiservice Switching Forum gain by your contribution of resources, contacts or influence in the industry?**
- 6) **Are you and your company willing to support a significant commitment of your time to the business of the Forum?**
- 7) **Business experience:**
- 8) **Board and Committee experience, if applicable:**

Signature _____

Date _____

Attachment B

**Multiservice Switching Forum
Board of Directors
Term Rotation
Revised 1/8/02**

The MSF Board of Directors shall have some two (2) year and some one (1) year term position which shall rotate on a set schedule. As part of the Board Evolution, the following schedule for the Board of Directors elections is outlined as follows.

With nine (9) board positions available, the MSF shall ultimately have nine (9) rotating two (2) year term positions.

2002 Elections

This election will have 5 candidates which are still fulfilling their 2 year term, 2001-2003.

The following positions will be open for election.

4 positions - 2 year terms (2002-2004)

2003 Elections

This election will have 4 candidates which are still fulfilling their 2 year term, 2002-2004.

The following positions will be open for election.

5 positions - 2 year terms (2003-2005)