



AVAYA

**PARTNER
COMMUNITY
COUNCIL**

Voice of the Partner

Partner Community Council

Bylaws - 2016

The Avaya logo is displayed in a bold, white, sans-serif font. It is positioned on the left side of the header, overlapping a dark background that features a photograph of two men in business attire smiling and looking at each other.

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Partner Community Council Bylaws - June 3, 2013

These bylaws constitute the code of rules adopted by Partner Community Council for the regulation and management of its affairs.

Article I Name

The name of the non-profit corporation shall be Partner Community Council (“PCC”)

Article II Purpose

The purpose of PCC is to closely affiliate Avaya and its partners to introduce, enhance and support Avaya products, processes and services.

PCC and Avaya will work together to develop innovative solutions to their mutual benefit and ultimately, the benefit of our end user customers. PCC shall be and is a non-profit corporation under the laws of the State of Texas.

Article III Membership

Section 1 - Membership Criteria

- PCC members must be employees of authorized Avaya partners or distributors as defined by Avaya
- Avaya employees that are members do not have a right to vote on membership matters
- Relevant Partner/Distributor Job Function
 - *Technical Support*
 - *Product Marketing, Product Management*
 - *Supply Management, Purchasing, Logistics, etc*
 - *Sales Engineering, Customer Solutions Engineering, Applications Engineering*
 - *Professional Services*
- Relevant Partner/Distributor Personnel
 - *Subject Matter Experts/Decision Makers*
 - *Decision Makers*
 - *Technicians*
 - *Managers*

Third Party Suppliers

- *Membership in the PCC shall NOT be open to third party suppliers.*
- *Third Party Suppliers may be invited to attend PCC General Meetings or conference calls at the discretion of the Board (defined below) and Avaya. If they are invited to join a conference call, the chair will announce their participation at the beginning of the call.*

Section 2 - Individual Membership and Voting Privileges

- Partner/Distributor members in good standing are entitled to vote at the yearly General Meeting for open Board member positions within the organization. Members must attend the General Meeting to be eligible to vote. (See Article IV, Section 4 below)

Section 3 - Membership Requirements

- Partner/Distributor PCC members are required to attend a minimum of one General Meeting or attend a minimum of six PCC conference calls per calendar year.
- Each member must adhere to the Avaya non-disclosure document, signed by their company, to protect intellectual properties. As well members must adhere to their company's code of conduct policy.

Section 4 - Termination of Membership

- If a PCC member does not meet their yearly membership requirements, they will lose all individual PCC privileges including removal from the PCC lists and removal of their access to the Avaya PCC Community website.
- If an individual PCC member's sponsoring company is no longer an Avaya Partner/Distributor in good standing as defined in section 1 then any and all employees of said company will lose their individual PCC membership regardless of membership requirements as defined in section 3.
- If a PCC member violates the Code of Business Conduct Policy and/or Code of Ethics Policy set by the member's company, they will lose all individual PCC privileges including removal from the PCC distribution lists and the Avaya PCC Community website access.
- If a PCC member violates the requirements outlined in the non-disclosure agreement, signed by their company, they will lose all individual PCC privileges including removal from the PCC lists and the Avaya PCC Community website access.

Section 5 - Guests

- Non-PCC member companies and individuals, or “guests”, may be invited to attend a PCC General Meeting, conference calls or other events to address specific business needs. With respect to Guests the following applies:
 - Guests who are in no way affiliated with Avaya must be approved by the Avaya Executive Sponsor to ensure that the proposed Third Party is not a competitor of Avaya, nor a potential source of conflict (e.g. Third Party non grata)
 - Invitation of an Avaya affiliated Third Party is the responsibility of the pertinent Avaya Task Force prime in consultation with the PCC Task Force chair, or the Avaya Executive sponsor in consultation with the PCC Board (defined below).
 - In addition, all Guests or non-PCC Members must be approved by the Board.

Article IV Board of Directors

Section 1 - Powers

The Board of Directors (“Board”) of PCC is vested with the management of the business and affairs of PCC, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws. An individual member of the Board is called a “Board member” or sometimes “Director” in these Bylaws.

Section 2 - Number of Directors.

The Board will consist of not less than six partner/distributor members and three Avaya members, but not more than Fourteen Directors. Upon majority resolution of the Board, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

Section 3

The Board acts in the best interest of Avaya and all Members. Partner/Distributor Board positions are elected positions. Avaya Board positions are appointed by Avaya. During their term they are responsible for executing the day-to-day business of the PCC. Board positions are as follows.

- PARTNER/DISTRIBUTOR POSITIONS:
 - PRESIDENT
 - VICE PRESIDENT
 - SECRETARY
 - TREASURER
 - MEMBERSHIP CHAIR
 - PROMOTIONS CHAIR
 - COMMUNICATIONS CHAIR
 - COMMITTEE CHAIR Knowledge and Logistics
 - COMMITTEE CHAIR Products & Applications
 - COMMITTEE CHAIR Design & Services
- AVAYA POSITIONS:
 - EXECUTIVE SPONSOR #1
 - EXECUTIVE SPONSOR #2
 - EXECUTIVE SPONSOR #3
 - EXECUTIVE SPONSOR #4

All Partner/Distributor Board members will have one vote with the President voting to decide a tied vote. Avaya Board members will be entitled to receive all information available to Board members and participate in all discussions by Board members; however Avaya Board members do not have a vote in Board decisions.

Section 4 - Board Partner/Distributor Members – Election & Term of Office

- A partner/distributor Board member shall serve for a term of two (2) years.
- Elections will be held once per year at the election designated General Meeting provided there

has been a 2-week prior notification to the general membership.

- Positions for election will be staggered on alternate years so as to maintain continuity within the Board.
- There are no term limits and, therefore, Board members may serve any number of consecutive terms if such Board member meets the other qualifications to be elected as set forth in these Bylaws.
- The order will be as follows – odd year:
 - PRESIDENT
 - SECRETARY
 - PROMOTIONS CHAIR
 - COMMUNICATIONS CHAIR
 - COMMITTEE CHAIR Design & Services
 - COMMITTEE CHAIR Knowledge and Logistics
- The order will be as follows – even year:
 - VICE PRESIDENT
 - TREASURER
 - MEMBERSHIP CHAIR
 - COMMUNICATIONS CHAIR
 - COMMITTEE CHAIR Products & Applications
- The election order for filling all Board vacancies is as follows
 - PRESIDENT
 - VICE PRESIDENT
 - SECRETARY
 - TREASURER
 - MEMBERSHIP CHAIR
 - PROMOTIONS CHAIR

- COMMUNICATIONS CHAIR
- COMMITTEE CHAIR Knowledge and Logistics
- COMMITTEE CHAIR Products & Applications
- COMMITTEE CHAIR Design & Services

Election to a Board position shall be by simple majority of the PARTNER/DISTRIBUTOR members, present at the conference.

- Newly elected Board members shall join Board activities immediately and assume their office in January of the following year.
- No more than two (2) Members from any one-member company may serve on the Board at the same time.
- No member may hold more than (1) Board position during the same term of office.

Section 5 - Board Vacancies

- Any vacancy on the Board occurring between elections will be filled by appointment of the Board by a simple majority of the committee. Such appointees will serve until the next election.
- Any vacancy occurring as a result of a member's election to a different position on the Board shall be filled at the election, which will be for the remainder of that position's term.
- If for any Reason the President is unable to fulfill his/her complete term of office the Vice-President shall assume, until the next election, all duties of the president.

Section 6 – Candidates for Board Positions

- Elections are open to any member in good standing.
- Any member wishing to stand for a position, but unable to attend the election designated General Meeting, must submit their intention in writing along with the name of the member in good standing from a different partner/distributor, who seconds their nomination. Their nomination must be sent to the PCC President at least 7 days prior to the conference.
- Nominations will be accepted at the General Meeting, from the floor, seconded by a member in good standing from a different partner/distributor.
- Any candidate must have written approval of commitment from their company management.

- Any incumbent Board member wishing to allow their name to stand for re-election may do so at the time of the election, seconded by a member in good standing from a different partner/distributor.
- It is mandatory that any candidate for Board President must have at least one year of experience as a Board member.
- Any candidate for a Board position must have held a leadership position within the PCC at some time such as a task force chair or deputy chair.

Section 7 – Resignation

- Any Board member may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section 8 – Removal of Board Members

- Any member of the Board may be removed from office by the Board or the members by a two-thirds majority vote of either body, for breaches of responsibility, non-participation, or other causes deemed significant by the Board or the members. Such causes would be documented and provided in writing to the individual involved under dismissal.
- The Board can appoint a temporary replacement to fulfill the duties and responsibilities of the individual removed from office until the next the general election.

Section 9 – Duties of the Board

- The President shall
 - Preside over all Board conference call meetings, or designate an alternate member of the Board, o Act as ex-officio of all committees.
 - Preside over all PCC General Meetings.
 - Approve temporary task forces as deemed necessary.
 - Authorize official oral or written PCC communiqués.
 - Prepare an annual report reviewing the results achieved against stated objectives, and propose goals and objectives for the following year, to be presented at the annual general election meeting.
 - Prime liaison between Avaya executive sponsor and PCC.
 - Authorized signing officer.

- The Vice-President shall
 - In absence of President, assumes all Presidential roles.
 - Assist the President in the performance of the PCC goals and objectives, maintaining corporate records (including PCC's bylaws).
 - Coordinate the hotels for General Meetings.
 - Review and communicate General Meeting survey results.

- Secretary shall
 - Develop and produce the PCC newsletter (PCC Flash).
 - Assist other Board members to capture and make available pertinent information for PCC
 - Develop General Meeting advertisements.
 - Maintain Board meeting minutes and action register.
 - Backup Communications Chair duties

- The Treasurer shall
 - Collect General Meeting fees and any other funds due the PCC.
 - Disburse all funds on behalf of the PCC, with the approval of an authorized signing officer.
 - Maintain current financial record
 - Deliver an oral report at Board and general meetings at the direction of the Board President, and a written Bi-Annual Financial Statement, prepared in accordance with generally accepted accounting principles, to be made available, prepare statement for accountant for examination by any member upon written request.
 - Maintain a bank account in the name of the PCC.
 - Maintain corporation's filings with the Texas Secretary of State as a non-profit corporation.
 - Manage filing of taxes.

- Membership Chair Shall
 - Maintain a current roster of all members
 - Coordinate communication to members through email
 - Coordinate monthly conference calls
 - Coordinate General Meeting registrations
 - Help coordinate General Meetings
 - Provide single point of contact for PCC members
 - Develop and implement strategies to increase membership
 - Drive membership representation from all member partners/distributors
 - Maintain and distribute PCC phone and email list

- Promotions Chair Shall
 - Develop and implement strategies to promote the PCC
 - Arrange participation of the PCC at the Avaya Users Group conference
 - Chair General Meeting planning sessions
 - Prepare General Meeting agendas

- Communications Chair Shall
 - Assist other Board members to capture and make available pertinent information for PCC
 - Manage public website
 - Coordinate and maintain PCC Community website on Avaya server
 - Backup Secretary duties

- Committee Chairs Shall
 - Oversee the task forces that are part of their committee
 - Ensure that there is effective leadership (task force Chair, deputy and Avaya prime) for the task force.
 - Provide mentoring and leadership to the task force Chairs, deputy and Avaya prime
 - Provide a link to the Board for the task force, promoting their task forces accomplishments

- Establish temporary task forces as deemed necessary
- Manage escalations from task forces
- Avaya Board members Shall
 - Represent Avaya at Board meetings
 - Represent Avaya at the PCC General Meetings
 - Determine which products to be presented at General Meetings at request of Board
 - Coordinate presenters and presentations at General Meetings
 - Ensure that PCC escalations are properly resolved by monitoring the assignment of the escalated issue to the appropriate line of business
 - Overall accountability for demo room
 - Coordinate presenters and presentations at semiannual conferences

Section 10 – Duties of Board

- All Board members shall assist in the performance of the PCC goals and objectives
- Attend and actively participate in Board meetings
- Attend and actively participate in the planning, organization and implementation of the General Meetings
- Attend and participate in General Meetings

Section 11 – Compensation

- Board members shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for PCC, as long as a majority of the disinterested Board members approve the reimbursement. PCC shall not loan money or property to, or guarantee the obligation of, any Board member

Article V Committees

Committee Chairs oversee Task Forces in their area.

- Committees to be added and deleted as deemed necessary by Board to distribute work load
- TASK FORCES

- Task Forces are formed to work on specific issues
- Each Task Force shall be approved by the Board
- Each Task Force shall have:
 - Partner/Distributor Chair
 - Partner/Distributor Deputy
 - Avaya Prime
- Task Forces shall be put in monitor state or closed when the issues have been resolved to task forces' satisfaction

Article VI Meetings

Section 1 – Meetings

- Board conference call meetings shall be called no less than once a month (“Regular Meetings”).
- A Board Planning Session shall be held before each General Meeting
- Election of the Board members shall take place once per fiscal year at the election designated General Meeting subject to quorum requirements
- Special meetings may be called by a Board member, or requested by the membership, and may be held at any time (“Special Meetings”)
- Task Force conference calls shall be scheduled on a monthly basis or as needed

Section 2 – Notice of Board Meetings

- Notice of the date, time, and place of Regular Meetings shall be given to each Board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than seven calendar days’ notice prior to the meeting. Notice of the date, time, and place of Special Meetings shall be given to each board member using the same methods, but with no less than seven calendar days’ notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or Bylaws, for which a fourteen calendar day written notice by mail or facsimile shall be required specifying the proposed amendment

Section 3 – Waiver of Notice

- Attendance by a Board member at any meeting of the Board for which the Board member did not receive the required notice will constitute a waiver of notice of such meeting unless the Board member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened

Section 4 – Actions without a Meeting

- Any action required or permitted to be taken by the Board under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these Bylaws may be taken without a meeting, if all of the Board members individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board

Section 5 – Rules of Procedure

- The proceedings and business of the Board shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein

Article VII Voting

Section 1 – Voting

- A quorum of four (4) partner/distributor members must be present in order to hold any votes at Board meetings. Simple majority shall decide Board votes. The president can determine the outcome of a tie vote.
- A quorum of fifty (50) partner/distributor members must be present at a General Meeting in order to hold any vote. Simple majority, with the exception of bylaw changes, which shall be decided by two-thirds majority, in accordance with Article VII, shall decide votes. Avaya members do not have a vote in PCC decisions
- Each partner/distributor member of the Board shall be entitled to one (1) vote at Board meetings. Avaya Board members do not have a vote in Board decisions
- Voting privileges at General Meetings are limited to one vote per member
- Any vote at any committee level or General Meeting must be proposed by an individual member and seconded by another member who must represent different companies

- Proxy voting is not permitted

Article VIII Bylaw Amendments

- PCC Bylaws may be amended from time to time in order to better serve the Membership. Proposals for Bylaw changes may be made by a member, in writing, to any member of the Board. The Board will consider proposed amendments, and hold a vote at the next Board meeting. If carried, the proposal will be presented at the next General Meeting for a final vote of all the voting members. Bylaw amendments approved by the general meeting are effective immediately

Article IX Communications

- The PCC President or the President's designate shall be the only recognized spokesperson for the PCC. Members shall not in any dealings on behalf of themselves or their company, quote the PCC in any way, nor shall they in any way use the PCC as a means of supporting individual requests or agreements

Article X PCC/EMEA PCC/Avaya Users Group Affiliati

- PCC will attend and participate in the EMEA Partner Community Council activities and conferences as deemed necessary by the Board majority and approved by the Treasurer for necessary funding. Additionally, where funding is available and approved by majority Board vote Avaya Users Group activities will be attended
- Additionally, any further activity, which would benefit the PCC, can be funded providing funds are available and it has been approved by a majority vote of the Board

Article XI Dissolution

- The PCC may be dissolved at any General Meeting, by a two-thirds majority vote provided notice is communicated to each voting member at least three (3) weeks in advance of such meeting
- The PCC may be dissolved through an electronic voting process where at least two-thirds of the voting members participate and by a two-thirds majority vote provided notice is communicated to

each voting member at least three (3) weeks in advance of such a vote

- In the event of dissolution of the PCC, after full payment or liquidation of all debts and obligations any residual funds, if any, will be donated to a minimum of two non-profit charities. Any member in good standing can nominate these non-profit charities. The non-profit charities to receive any PCC funds and in what proportion will be determined by a majority vote of the Board

Article XII Indemnification

- PCC will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy
- To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Board Member or Officer of PCC shall be indemnified by PCC against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein
- Notwithstanding the above, PCC will only indemnify and hold harmless its Board members, officers and members upon the determination by the Board that the person acted in good faith and with a reasonable belief as to what was in the best interests of PCC. In the case of a criminal proceeding, the person may be indemnified only if he/she had no reason to believe his/her conduct was unlawful

Article XIII Operations

Section 1 – Execution of Documents

- Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of PCC shall be signed and executed by the President (or such other person designated by the Board), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President and must be approved by a resolution of the Board of Directors

Section 2 – Administrative Manager

- The Board may hire an administrative manager to organize conference events and perform certain management functions for the Board (“Administrative Manager”). The Administrative Manager is Spear 1 Productions, Inc. d/b/a Spear One Productions or such other individual or entity as the Board may hire at a later date

Section 3 – Disbursement of Funds

- Financial Transactions which have a value of \$10,000.00 or more shall require joint approval of the President and Vice President. In all other transactions, the President may dispense with the funds of PCC in accordance with the annual budget approved by the Board of Directors and the purposes of PCC as set out in the Certificate of Formation and these Bylaws
- The Board and the President may delegate in writing their respective signing authority to the Administrative Manager for expenditure of funds so that the Administrative Manager may carry out the administrative functions for which it was hired

Section 4 – Records

- PCC will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. PCC will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of PCC

Section 5 – Inspection of Books and Records

- All books and records of this Corporation may be inspected by any Board member for any purpose at any reasonable time on written demand

Section 6 – Loans to Management

- PCC will make no loans to any of its Board members or officers

Section 7 – Amendments

- The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of the Board members present at a meeting where a quorum is present

Section 8 – Fiscal Year

- The fiscal year for PCC will be the calendar year, January 1 to December 31

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CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors of Partner Community Council on June 3, 2012.

Secretary