

**AMENDED AND RESTATED
POLICIES & PROCEDURES
OF
ONE CALLS OF AMERICA
Adopted Effective as of October 21, 2009**

BOARD OF DIRECTORS

The OCOA Board of Directors will be comprised of call centers of various sizes. It is the responsibility of the Nominating Committee to identify and recommend candidates for election to the OCOA Board of Directors.

MEETINGS

Board of Directors:

The OCOA Board of Directors and Officers shall meet quarterly.

Membership Meetings:

1. General OCOA membership meetings are for Executive Directors and personnel directly involved with day to day call center operations.
2. General OCOA membership meetings shall be held semi-annually in April and October. The meetings will be scheduled primarily on Tuesdays and Wednesdays.
3. Attendance and participation in membership meetings is mandatory for all OCOA Member organizations.
4. Motion and voting rights are reserved for OCOA members only. When a motion is called to a vote, member organizations shall have only one vote. Only OCOA member organizations that are participants in a particular OCOA program may vote on motions that pertain to that program.
5. OCOA will make reasonable efforts to cooperate with other organizations interested in holding their meetings in conjunction with OCOA membership meetings. However, OCOA will not be required to coordinate with any other organizations in scheduling OCOA membership meetings.
6. OCOA must be informed of any guests invited to attend membership meetings one month before the scheduled meeting date. Invited guests

may attend one membership meeting before being required to join OCOA. Invitations for prospective OCOA member organizations will be sent to the Executive Directors only.

7. Each OCOA member representative attending an OCOA membership meeting will be required to pay a \$150 registration fee to attend the meeting.
8. Each vendor representative of an OCOA administered program attending an OCOA membership meeting will be required to pay a \$150 registration fee to attend the meeting.
9. Invited speakers and/or representatives of vendors interested in conducting business with OCOA will not be required to pay a registration fee to attend OCOA membership meetings.
10. Prepaid membership meeting registration fees will not be refunded if cancellation is made after the registration deadline shown of the meeting registration form. Registered meeting attendees who cancel their hotel reservations will also be required to reimburse OCOA for any cancellation fees or penalty charged by the hotel, typically equal to one night's stay.
11. Committee chairs are responsible for submitting a proposed committee meeting agenda to the Board of Directors at the quarterly Board of Directors meeting held prior to the membership meeting.
12. All Committees shall designate a spokesperson to present a summary report of committee activities and recommendations at each of the membership meetings.

LEADERSHIP RECOGNITION

Presidents of OCOA shall be recognized for their service to OCOA with a leadership appreciation plaque and a token gift having a value not greater than \$200 to be presented to the outgoing OCOA President at the annual membership meeting of the one-call center that the President represents.

OTHER FEES & SERVICES

1. Fees for outside professional services provided to OCOA (example: Daniel J. Canter, CPA, Canter & Company) will be approved on an annual basis by the Board of Directors at their October meeting.
2. OCOA will maintain a Conference Call Card for the use and benefit of its participating members. Member organizations will be billed by OCOA for

reimbursement of the cost of teleconference calls that the Member hosts using the Conference Calling Card Services.

3. The annual fee for membership in OCOA shall be \$1,500 for each member organization (increased 10/10/06).
4. The membership meeting registration fee shall be \$150 for each OCOA Member or OCOA program vendor representative (increased 10/10/06).
5. The Mark-it! Madness committee may continue to attend and participate in OCOA membership meetings. The meeting registration fee for non-member representative participation shall be \$250 per person.

VEBA TRUST

1. The VEBA Trust Account shall reimburse the General Account for administrative costs.
2. The General Account is used to pay the telecom bill and general expenses. The VEBA Trust Account is used for all health related programs; premium payments, prescription and medical reimbursements, disability checks, etc. Checks on these accounts can be signed by signatories approved by the Board. Dan Canter is authorized by the Board to manage the excess revenue from the VEBA Trust Account to secure a higher yield.
3. Members of the VEBA Trust plan and Telecom program not participating in the ACH program will provide a deposit in the amount of their average month's bill to be used for prompt payment. This amount will be calculated by OCOA. These funds will not be considered payment of a bill if it becomes necessary to use these funds. Any bill will be considered unpaid until the deposit funds are replaced.

HEALTH COMMITTEE

1. VEBA Trust Net Assets Retention Policy

This policy is to set limits of retained net assets of the VEBA Trust and how any excess is to be dispersed to the participating members of the Health Committee, and how any shortages will be dealt with.

Retained net assets are divided into two parts:

PART 1 – The minimum retained net assets in the VEBA Trust is to be equal to twice the member with the largest monthly premium total. This amount is to be used only if a member cannot or will not

honor its monthly billing from OCOA. This is to act as a safeguard to protect OCOA from any possible complications concerning payment of premiums from the VEBA Trust.

PART 2 – Any excess accumulation of net assets above the amount listed above will be used to offset future premium increases to members of the Health Committee. The amount of excess accumulated assets will be determined by the members of the Health Committee annually. The members of the Health Committee will decide when and to what amount any premium offset will be enacted by a vote of the majority. All members of the Health Committee will accept any premium reduction in the year that it is returned. If net assets fall below the designated amount described, by the Health Committee, the committee participants will decide how accumulated net assets will be increased.

Health Committee members will receive premium reductions in accordance with the percentage of their premiums paid of the previous year, to the total of all premiums paid in for the period under consideration.

Members will only be eligible for any specific returned premiums if they have paid into that particular carrier. (Example – If the major medical carrier returns premiums, only the members paying into the major medical will be eligible for a percentage of the returned premiums equal to the percentage of the major medical premium total they paid in.)

TELECOM COMMITTEE

1. Payment of a non-refundable initiation fee shall be required for participation in the OCOA Telecom Program. This fee shall be equal to twenty-five percent (25%) of the calculated savings of the previous twelve month's costs.