

PROCTER & GAMBLE INTERNATIONAL TRANSFEREES, INC.

GUIDELINES

"Procter & Gamble and P&G are trade names of The Procter & Gamble Company and are used pursuant to an agreement with The Procter & Gamble Company. P&G International Transferees, Inc., is an independent organization apart from The Procter & Gamble Company."

These guidelines are intended to clarify and supplement the current Code of Regulations of P&G International Transferees, Inc.

The "Leadership Team" as used in these guidelines is referring to the directors of P&G International Transferees, Inc. as described in the Code of Regulations. The directors shall also serve as the officers of P&G International Transferees, Inc.

SECTION 1: NAME

The name of the organization is "P&G International Transferees, Inc.", also known as "PGITI". The organization name, abbreviation, logo and all other proprietary information belongs to P&G International Transferees, Inc., and may not be used by other entities, individuals or organizations except with express written permission from its governing body. Proprietary information may only be used by the membership for approved PGITI business or with written consent from the Leadership Team.

SECTION 2: PURPOSE

The purpose of P & G International Transferees, Inc. is three-fold:

- 1) To support and facilitate a smooth transition for newcomers moving to Cincinnati from another country,
- 2) To help returning families, partners, and individuals following an international assignment, and
- 3) To assist families, partners, and individuals preparing to leave on an international assignment.

SECTION 3: MEMBERSHIP

A) Categories of Membership

- 1) Membership is open to interested Procter & Gamble employees, their families, and partners:
 - a) in Cincinnati either on an international assignment or relocating from another country,
 - b) returning from an international assignment outside Cincinnati or
 - c) preparing for an international assignment outside Cincinnati.
- 2) Associate Membership - Former P&G employees, partners and individuals are welcome to join if they are:
 - a) non-U.S. citizens who have been on assignment in a country other than the U.S., who now live in Cincinnati and are no longer employed by P&G, or

- b) citizens who have returned from an assignment in a country other than the U.S. and are no longer employed by P&G.
 - c) Associate Members are required to pay the actual cost of participation in events and all publications.
 - 3) All others are Guests and are required to pay the actual cost of participation in events. All Guests must be accompanied by a PGITI member or associate unless an event is designated a community event.
- B) Qualified persons who are interested can join by notifying any Leadership Team Member (Leadership Team members and responsibilities are outlined in Section 5.) or can register online at the PGITI website (www.PGITI.com).
- C) A member wishing to resign is asked to notify the Membership Chair.

SECTION 4: GOVERNING

A) Leadership Team:

The governing body of this organization shall be a board of directors also known as the Leadership Team.

- 1) Selection of Leadership Team — Each January there will be an announcement to the membership to solicit their interest in becoming part of the upcoming year's Leadership Team. In March of each year positions on the Leadership Team will be published in the online newsletter. Any members interested in serving may do so as long as they or their partner is currently employed by Procter & Gamble. In the case of more than one member requesting a position, the Leadership Team will make the determination of the leadership slate to be presented for election at the Annual Meeting in April.
 - 2) If a position becomes vacant, such vacancy shall be filled as outlined in Sections 6 and 7.
 - 3) The new Leadership Team
 - a) shall be elected each April
 - b) work in transition through the months of May and June with the outgoing Committee Chairs of the Leadership Team (the Committee Chairs are the directors and officers of PGITI).
 - c) and officially take over by July 1st.
 - 4) Any changes of or in the Leadership Team Chair / Co-Chair (who are also known as the President or Co-Presidents) will be agreed upon by the Leadership Team following the Decision-Making Process as outlined in Section 7.
- B) General Direction:
- 1) A general business meeting is held during the April coffee morning. At this meeting, the newly nominated Leadership Team will be elected and any other business of the membership determined by those present.
 - 2) The Leadership Team may form special committees as the need arises.

- 3) All leadership positions are voluntary and NO payment shall be made to anyone leading an activity or an interest or language group.
- 4) Interest Groups must be group activities since our mission is focused on helping individuals integrate in the community and must be coordinated by a member of PGITI who is responsible for the activity. Any member who is interested in starting a new group should make a proposal for acceptance to the Interest Group Chair. All members and associates are welcome in any group. All guests must first be introduced by a member of the interest group. Any religious, business or political association has to be avoided.
- 5) Fundraising undertaken by the membership must benefit international or global organizations, must be accomplished through group interaction that helps those transitioning to Cincinnati and is undertaken upon approval of the Leadership Team.
- 6) Any one from the membership who wishes to speak about universal issues can bring them before the Leadership Team for consideration, discussion and decision.
- 7) Any member leading or hosting an event for the organization must provide at least one published method of contact for the website and newsletter.
- 8) All members leading or hosting an activity that involves a sport or other physical activity must have a waiver signed by all participants.

SECTION 5: LEADERSHIP TEAM — MEMBERS & DUTIES

All Leadership Team members are required to keep detailed and updated summaries of their operating procedures. These documents should be posted on the website under the LT Documents.

The Leadership Team shall consist of the following members:

- A) **Chair** - who shall have one or two chairs in place and be the contact person between Procter & Gamble, community contacts, organization-wide events and the membership. The Chair(s) shall be deemed to be the President or Co-Presidents of the organization, as applicable.

She/he/they shall oversee the operation of the membership following the stated guidelines by the Leadership Team and plan Leadership Team meetings.

She/he/they shall receive names of prospective members through contact with Procter & Gamble and shall pass these on to the Membership Chair(s) for initial contact.

She/he/they shall be responsible for filling positions on the Leadership Team as and when they become vacant.

She/he/they shall work with the Treasurer to seek the annual monetary support from P&G.

She/he/they shall keep updated insurance, legal, tax, charter documents and other compliance issues required by the State of Ohio.

If two Chairs are elected, the two Chairs will jointly share the responsibilities.

Chair Emeritus – is an honorary position. She/He is an active member of the PGITI organization and will continue, as needed, to consult with and support the Leadership Team. This position is optional.

- B) **Vice Chair** - who shall assist with the work of the Chair(s) and will interact with P&G, as deemed necessary. At any time, PGITI may have two Chairs and a Vice Chair or two Chairs and no Vice Chair as determined from time to time by the Leadership Team.
- C) **Secretary** - who shall keep the official, legal documents of the organization and a written record of every leadership meeting including attendance, topics, and decision-making and e-mail them to all Leadership Team members one week in advance of the next meeting.

She/he/they shall keep, update and distribute a directory of the Leadership Team.

- D) **Treasurer** - who shall prepare and submit the semi-annual budget to the Leadership Team for approval. She/he/they shall administer the budget, disburse funds, make deposits and prepare monthly reports to the leadership team. The budget must be presented at least annually to Procter & Gamble.

She/he/they shall interface with P&G to apply for funding and prepare necessary documents to facilitate this process (W-9 and Vendor Maintenance Form).

She/he/they shall submit necessary documents and file annual tax returns on behalf of PGITI via 3rd party tax preparer.

She/he/they shall maintain the asset list.

No non-budgeted monies shall be expended without a 2/3rds-majority vote of the Leadership Team.

The fiscal year for P & G International Transferees, Inc. is July to June.

- E) **Coffee** - who shall arrange monthly coffees and shall thank each host and provide details to the newsletter editor and Website Chair(s).

Coffee mornings for the general membership will be held once a month during the months of September through June. Days and dates will vary to allow participation by a maximum number of members.

Occasionally, area coffees will be held enabling members to meet others who reside in the same area.

- F) **Community Link** - She/he/they shall be responsible for gathering information related to and updating links to community, and other organizations of interest to PGITI and its members and post them on the website.

She/he/they shall establish direct relationships with individuals and organizations to reach out to communities within P&G and throughout the Greater Cincinnati areas.

She/he/they shall be responsible for updates to the Welcome Guide, Worldwide Contacts, and the PGITI brochure.

She/he/they shall develop and improve the Career Central process of the website.

- G) **Education** - who shall organize educational and informative events for the membership that are also open for the community. In the event the Education position is not filled then Programs will incorporate Education activities into their job description.

She/he/they shall provide a means for evaluating and evolving the workshop and seminar events.

- H) **Interest Group** - who shall be responsible for coordinating start-up and the continuation of interest groups. Each interest group leader shall inform the Interest Group Chair(s) of events and look to her/him/them for assistance, as needed.

She/he/they shall offer PGITI forms and information to align with the organizational purpose and be the liaison between the interest groups and the PGITI leadership team.

She/he/they shall be responsible to keep an updated contact list of the group leaders and to provide the list to Membership for Directory and Website.

She/he/they shall be responsible to update, print, and distribute the Interest Group brochure.

She/he/they shall provide training to Interest Group Leaders about the use of the website in conjunction with the Website Chair.

She/he/they shall receive attendance of all events to track members' participation.

- I) **Library** – who shall be responsible for maintaining a list of books, DVDs, etc., for distribution to membership. A list of titles with a short synopsis will be made available on the website page together with other relevant documents such as published articles, power point presentations, website links, and any other form of publication that is deemed necessary.

She/He/They shall be responsible for maintaining a list of names of members who have checked books, etc. out for reading. Books, etc. for distribution will be made available at monthly coffees or any other event that may be necessary.

She/He/They shall be responsible for categorizing books according to relevant topics so the selection process online is made easier for our membership.

- J) **Membership** - who shall keep the membership list current.

She/he/they shall produce copies of the Membership Directory for distribution to the members, working closely with the Website Chair(s) to provide a database and to keep membership information current.

She/he/they shall collect specific newcomer information including contact and residential information and update the database to allow the Leadership Team to subdivide and organize member information for better communication and support.

She/he/they shall provide for the ongoing support of our membership and organize the family events.

- K) **Newcomer** - who shall keep a newcomer list and have responsibility for contacting and welcoming new arrivals.

She/he/they shall be responsible for organizing a minimum of two newcomer coffees annually.

She/he/they shall be responsible to connect newcomers with the interest groups.

She/he/they shall be responsible for liaising with relocation, moving, and temporary housing companies.

She/he/they shall organize and distribute Newcomer Baskets to the family shortly after arrival.

She/he/they shall arrange a 'sponsor' system by neighborhood to help new families adjust to their new surroundings and help integrate them into the PGITI community.

- L) **Newsletter** - who shall receive and coordinate information from other members to write and edit a monthly or periodic online newsletter. The editor shall have final approval on any submitted articles and the right to make any appropriate changes to reflect a multi-national view on different subjects.

She/he/they shall work closely with the Website Chair(s) to provide an on-line format and distribution.

- M) **Program** - who shall plan and execute a calendar of events and provide details to our membership through the PGITI e-list, the newsletter editor, and Website Chair(s). In the event that Education is not filled then Programs will incorporate educational activities into their job description.

She/he/they shall help organize transportation for events and write thank you notes and letters on behalf of the membership.

- N) **Website** - who shall create, improve and manage the PGITI website and shall link the website to other appropriate websites.

She/he/they shall coordinate information with Membership Chair(s) on relevant projects, as well as receiving and posting information from other Leadership Team Members and Interest Group Leaders to publicize the events of the organization.

She/he/they shall manage the PGITI e-mail system and update the calendar.

SECTION 6: TERM OF OFFICE / VACANCIES

- A) While the Code Regulations requires annual elections of the board of directors/Leadership Team, the Leadership Team recommends that persons interested in being a Leadership Team member be agreeable to serving 2 to 3 years in a position.
- B) If a position becomes vacant and no one from the Leadership Team has requested it, the Leadership Team can make recommendations to Chair. For vacancy of Chair:
 - a) If the position of Chair becomes vacant, and if there is only one Chair then it is automatically filled by the Vice Chair, at least for the remainder of the PGITI calendar year.
 - b) If there are two Co-Chairs and if one Co-Chair position becomes vacant then the Vice Chair will assume position of Co-Chair, at least for the remainder of the PGITI calendar year.
 - c) If both Co-Chair positions become vacant at the same time then the position(s) should be filled by the Vice Chair (refer point c above) and a current member of the Leadership Team. If no current Leadership Team member will take the position then the outgoing Co-Chair(s) may select a new Co-Chair from the membership at large.

SECTION 7: LEADERSHIP TEAM MEETINGS, QUORUM & DECISION-MAKING

- A) Meetings:
 - 1) Leadership Team meetings will be held during the second week of each month, August through June or more frequently as determined by the Chair.
 - 2) The outgoing and incoming teams will meet in May and June for combined meetings.
 - 3) A general business meeting is held during the April coffee morning.
- B) Quorum:
 - a) A quorum shall consist of 51% of the Leadership Team.
- C) Decision Making:
 - 1) The team shall make decisions by consensus. Where this is not possible, a vote shall be taken.
 - 2) For voting purposes, the members of the Leadership Team are defined as the Chair(s)/President(s), Vice Chair(s) (if this position is filled), Secretary(s), Treasurer Chair(s), Coffee Chair(s), Community Link Chair(s), Education Chair(s) (if this position is filled), Interest Group Chair(s), Membership Chair(s), Newcomer Chair(s), Newsletter Chair(s), Program Chair(s), and Website Chair(s). The Chair Emeritus is a non-voting member.
 - 3) Each member of the Leadership Team shall have one vote. Votes shall be determined by a simple majority of those present with no proxies to be exercised.

SECTION 8: COMMUNICATION

- A) All meeting dates and decisions of the team shall be communicated in a timely manner to all members of the team via the agreed medium.
- B) Communication with members of P & G International Transferees, Inc., shall be via the online Newsletter, Website and any other agreed medium.
- C) These organization guidelines shall be available to members via the agreed medium.

SECTION 9: MISCELLANEOUS

- A) Guests are welcome to participate if space allows and will pay the actual cost of participation in events.
- B) Members take priority at any event or program until a particular cut-off date set by the committee planning the event. After this date (if there is still available space) non-members may participate. The function of this group is to help members first.

SECTION 10: AMENDMENTS

- A) Guidelines can be adopted at any Leadership Team meeting at which a quorum is present by a majority vote of the Leadership Team present without previous notice. Such Guidelines remain in effect until amended or rescinded and can be suspended for the duration of a particular business session at which a quorum is present by a majority vote of the Leadership Team present.
- B) To amend or rescind a guideline requires either:

- a) previous notice and a majority vote of the Leadership Team, or
 - b) a two-thirds vote without notice.
- C) Any changes to the Guidelines must be filed with the organization's legal counsel retained at such time.

SECTION 11: CODE OF REGULATIONS

- A) These Guidelines are intended to clarify and supplement the Code of Regulations of the organization, as such Code of Regulations may be amended from time to time. In the event of any inconsistencies or conflict between these Guidelines and the Code of Regulations, the provisions of the Code of Regulations shall govern and control.