

## **Bylaws of Midtown Business Network**

### **Article I Membership**

- A. Membership in Midtown Business Network (“MBN”) is category exclusive and is extended on an individual basis. Membership that is terminated, either by voluntary or involuntary means, may not be passed automatically to another person from the same company. Each new and existing member shall be of good character, good business and professional reputation and adhere to the MBN Code of Conduct. New applicants shall be personally and actively engaged in their particular line of business/professional category for a period of at least six months in which he/she is classified in MBN.

### **Midtown Business Network Code of Conduct**

Regular meeting attendance is required. Regular meeting attendance is 60% of all meetings for the entire meeting.

MBN members are encouraged to do the following:

- Participate actively in Midtown Business Network.
- Consider doing business with MBN members and give referrals to them.
- Maintain, encourage, and enhance communication in an effort to facilitate business relationships.
- Actively seek new members for Midtown Business Network.

Members are to be leading, qualified providers in their field. Accordingly, each member must:

- Maintain the highest ethical standards in his or her field.
- Produce a quality product or service and stand behind their work.
- Seek to resolve differences with members before informing other members of the issue.
- Instruct guests to adhere to this same code of conduct.
- Seek to enhance the professional credibility of the organization and its members.
- Pay dues on time.
- Maintain proper dress, manners and etiquette, and show respect for each other, guests and speakers.
- Always deliver what you promise and only promise what you can deliver.

- B. Only one member may represent a protected business category and only one protected business category may be represented by a member unless approved by the MBN Board

of Directors (“Board”). Therefore, the list of assigned protected business specialties will be determined and defined by the Board. Any person representing a multi-level marketing company will not be considered for membership.

- C. Although occasionally a guest may be invited to attend a meeting for reasons other than prospective membership, generally only prospective members will be invited and the guest’s primary business category may not adversely impact the primary business category of an existing member. To avoid this, the member should directly contact the member who might be affected, or talk to the Membership Director. In the event that the guest does not pay the required guest fee, the member will be responsible for payment.
- D. A prospective member must attend three out of four consecutive meetings as a guest, complete an application for membership, then return the application to the Membership Director, along with a one time application fee prior to being eligible for membership. One half of the application fee shall be refunded if membership is denied.
- E. Upon receipt of a prospective member’s application, the Membership Director shall send an email to all members notifying them of the prospective member’s name, business name, and intended category (including a description of their business and the product or service they sell). The membership will have 48 hours to respond to the Membership Director with any objections or concerns regarding the prospective member, otherwise, the membership Director will conduct an investigation of the background of each prospective member, as is reasonably required, to confirm his/her business and personal integrity, to confirm the prospective member’s business category and whether there are conflicts with other members of a magnitude that could justify membership denial. The results of the investigation, along with a recommended action, shall be reported to the Board of Directors by the Membership Director for vote on the membership application. After the Board’s approval, there will be the formality of a final vote on a new member at a regular Thursday meeting by all the members present. The objection of any one member, with reason, will bar any individual, with the exception of an appeal to the Board. Thereafter, the decision of the Board will be final.
- F. A change of protected business category by existing members shall require the submission of a new application for membership without fee. It shall be the member’s responsibility to notify the Membership Director of any changes in status or address.
- G. A member may reserve his/her protected business category and retain membership during a leave of absence, not to exceed 13 weeks in a calendar year, unless extended by action of the Board of Directors, by obtaining approval of the Board of Directors and by payment of fifty percent dues while on leave. A request for a leave of absence must be made in writing and submitted to the Board of Directors within two weeks of the beginning date of the leave. The request must state the beginning and ending date of the leave and the reason for the absence.
- H. When a member’s dues are delinquent for a period exceeding forty-five days from the due date, which is defined as the first day of each calendar quarter, the member’s busi-

ness category shall be open and their membership will be terminated. If the category becomes open due to delinquency and a prospective member of the same category begins attending meetings, then the member must resubmit an application for membership, without fee, and compete for the position with the prospect.

- I. Membership will be subject to termination upon review by the Board if a member fails to attend three consecutive meetings without approved leave of absence. If the Board has terminated a member's membership, he/she must resubmit an application for membership without fee and must comply with the requirements of sections D. and E. above. A member may have another person attend a meeting as an alternate in his/her place, so long as the alternate is an employee or business partner in the member's business, no more than six times in any calendar quarter, not to exceed two times in a month. However, such alternate may not participate in any action requiring the vote of members.
- J. The Midtown Board reserves the right to terminate a membership for just cause.

## **Article II**

### **Organizations and Elections**

- A. The fiscal year of MBN shall be the calendar year ending June 30, or such other fiscal year as the Board of Directors shall determine.
- B. The governing body of MBN shall be the Board of Directors. They shall meet at least once a month to conduct its business. A majority of the Board shall constitute a quorum. The President shall be called upon to vote only in the event of a tie.
- C. The Board of Directors shall consist of ten members including the six elected officers and four elected at large members.
- D. Terms of office for the at large members of the Board of Directors shall be twelve months with election of two at large members at the first meeting in February and August of each year. No at large member may serve two consecutive terms.
- E. A vacancy in an office or in the Board of Directors shall be filled by Board appointment until the next normal election.
- F. Terms of office for the officers shall be six months beginning immediately after the election, which is held the first meeting in February and August of each year. No officer may serve more than two consecutive terms in the same Board position. A transition Board meeting with outgoing and incoming Board members shall be held at the next regularly scheduled Board meeting following elections.
- G. Candidates for office must be members of MBN a minimum of six months prior to being nominated and shall be chosen by a nominating committee that is appointed by the Presi-

dent with the approval of the Board of Directors and that is comprised of three members and one at large board member.

- H. The nominating committee shall present its slate of recommendations to the general membership for consideration at the last regularly scheduled meeting in January and July of each year. At these meetings, nominations shall be solicited from the floor and if acceptable to the nominee, shall be added to the slate of elections.
- I. If a member is unable to attend a meeting in which a vote is to be taken, that Member may vote absentee by emailing their vote to the nominating committee at least 24 hours prior to the vote.

### **Article III**

#### **Officers and Duties**

- A. The officers shall consist of:
  - President
  - Vice President
  - Program Director
  - Membership Director
  - Secretary
  - Treasurer
- B. It shall be the duty of the President to preside at meetings of the organization and of the Board of Directors, to coordinate the activities of the officers, and to appoint one of the four at large Board members as Liaison whose duties include, but are not limited to, consulting with guests at general meetings to determine the guest's category in an effort to avoid a conflict of interest with current members and to screen multi-level marketing companies.
- C. It shall be the duty of the Vice President to coordinate the activities of the various committees. It shall also be the duty of the Vice President to plan and execute all Midtown Business Network activities outside the realm of the weekly meetings. In the absence of the President, the Vice President will perform all of the duties as ordinarily pertain to the office of President and will continue to perform all of the duties that pertain to both offices as long as necessary.
- D. It shall be the duty of the Program Director to coordinate meeting programs. In doing so he/she is to be certain there is no conflict of business category between speakers and members, and no selling or solicitation of a product or service during the presentation. Sales of a speaker's book or other media are allowed after the meeting only.
- E. It shall be the duty of the Membership Director to assure that all completed applications have been verified prior to presentation to the Board of Directors, to aid other officers in

the performance of their duties, and to perform all other such duties as ordinarily pertain to that office. The Membership Committee shall have responsibility for the growth and integrity of the membership by careful verification of applications and identification of potential conflicts to protect business specialties. He/she is also responsible for keeping a current list of business specialties and contacting delinquent or non attending members by phone or mail. He/she is to announce member applications to the general membership, and any objections must be expressed to the board prior to the next board meeting.

- F. It shall be the duty of the Secretary to record attendance at board meetings, to record minutes of Board of Directors meetings, to organize and maintain correspondence and records of MBN, send cards, flowers or correspondence when approved by the Board. Additionally, the Secretary shall be responsible for updating the policy and procedures page on the web site when policies and procedures are passed or changed, and updating any bylaw changes passed by the membership.
- G. It shall be the responsibility of the Treasurer to maintain all financial records of MBN, record attendance at each meeting, have custody of the checkbook, pay bills, send dues statements, collect dues and fees for all events, report dues delinquency to the Board of Directors, and to report on the financial condition of MBN to the Board of Directors.
- H. For any expenditure, other than MBN's normal recurring operating expenses, there must be an affirmative vote of at least 2/3 of the Board members present at a Board meeting.

#### **Article IV**

##### **Meetings**

- A. The maximum of forty-eight regularly scheduled meetings of members shall be scheduled so that the social period, luncheon and program shall normally end at one o'clock p.m.
- B. No notice of regular meetings is required. Special meetings may be held at any time upon two weeks notice by regular mail and/or email to all members at their address listed on the most current member roster.

#### **Article V**

##### **Dues and Assessments**

- A. Dues shall be determined by the Board of Directors and payable at the first meeting of the quarter in advance. Guest fees shall be determined by the Board of Directors from time to time. The amount of the dues and special assessments (i.e. social functions) may be ad-

justed by the Board of Directors. If a member terminates, prepaid dues will not be refunded. The returned check fee shall be determined by the Board of Directors.

## Article VI

### Committees


- A. The President may form any committee as necessary to accomplish a function of the organization and may appoint any member as chairman of such committee.

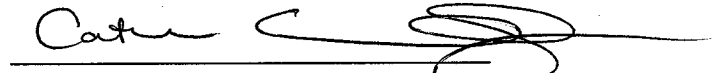
## Article VII


### Amendment of Bylaws

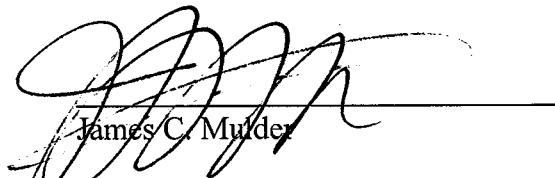
- A. These bylaws may be amended by an affirmative vote of two thirds of the attending membership at any regularly scheduled meeting of MBN, provided that notice of intention to amend the bylaws has been announced to the general membership by regular mail and/or email to all members at their address listed on the most current member roster at least two weeks prior to said meeting.

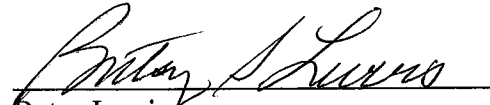
Signed this 27 day of July 2009

  
Gwen Masters

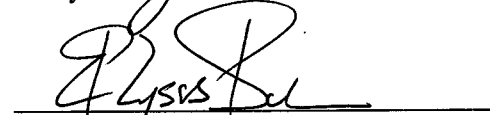
  
Cathy Connolly

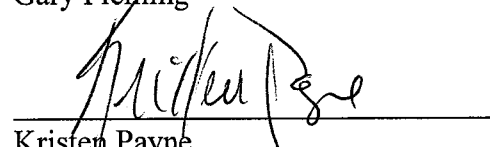
  
Martine Levine

  
James C. Mulder

  
Betsy Lewis

Gary Fleming

  
Elyssa Schnurr

  
Kristen Payne

Karen Russell


  
Butch Baumann

Approved by MBN membership in accordance with Article VII:

Date notice given: July 9, 2009

Date of vote by membership, which must be at least 2 weeks after the date notice is given:

July 23, 2009

  
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Betsy Lewis, Secretary