

Bylaws of The National Society of IT Service Providers

Adopted September 20, 2021

Article 1 - Offices

Section 1. Principal Office

The principal office of the corporation is located in Pinellas County, State of Florida. The Board of Directors may change the principal office at any time by a majority vote of the Board. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 - Nonprofit Purposes

Section 1. IRC Section 501(c)(6) Purposes

This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation's specific purposes shall be to advance the professionalism of SMB (small and medium business) IT (information technology) service providers, and to promote the interests of the ITSP community to the public, the media, and government.

- (a) To form a grassroots Organization to help ITSPs to create, adopt, and maintain profitable business models.
- (b) To promote a client-focused, service-based approach to tech support.
- (c) To promote professional education and development to ITSPs and their employees.
- (d) To promote a consistent set of professional "core values" throughout the IT profession.
- (e) To educate the business community and public at large about issues related to the IT profession, from the ITSP's perspective.
- (f) To advocate to government bodies on behalf of the ITSP profession.

Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

Article 3 - Board of Directors

Section 1. Number

The corporation shall initially have seven directors and collectively they shall be known as the Board of Directors. At its discretion, the Board of Directors may increase or decrease the total number of directors on the Board.

Section 2. Selection of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have other officers with such titles as may be determined from time to time by the Board of Directors.

Initial elections for the Board of Directors will designate three Board positions to serve a one-year term. The remaining Board Members will be elected for a two-year term. After that, each director shall hold office for a period of two years and until his or her successor is elected and qualifies.

Section 3. Qualifications

Directors shall be at least eighteen years of age, and shall have experience in, and knowledge of the business of providing technology-related services to small- and medium-sized businesses. This includes IT Service Providers and the vendors and other organizations that engage with them.

Section 4. Powers

Subject to the provisions of the laws of this state, the organization's articles of incorporation, and these bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties

It shall be the duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their physical and email addresses with the Secretary of the corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- f. Record and accept the minutes of committees and the Board itself.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in these bylaws.

Section 7. Removal, Resignation, and Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary of the Board, or the Board of Directors as a whole, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Secretary of State or other appropriate agency of this state.

Any Board Member may be removed from office, with or without cause, by a majority of the Board of Directors, at any time.

Board vacancies will be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 8. Place of Meetings

Meetings shall be held online or at a physical location agreed to in advance by resolution of the Board.

Section 9. Regular Meetings

Regular meetings of directors shall be held on a date to be determined by the Board from time to time.

Section 10. Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board, the Vice President, the Secretary, or by any two directors. Such meetings shall be held online or at a physical location agreed to in advance by resolution of the Board.

Section 11. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** No individual meeting notice need be given of any regular meeting of the Board of Directors. This meeting shall be present on the organizational calendar.
- b. Special Meetings.** At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be given personally or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 12. Quorum for Meetings

A quorum shall consist of a majority of the Members of the Board of Directors.

Except as otherwise provided under these bylaws, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the President shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 14. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated, or in his or her absence, the Vice President of the Board, or in the absence of each of these persons, by a presiding officer chosen by a majority of the directors present at the meeting.

The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by *Robert's Rules of Order*, insofar as such rules are consistent with and not in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 15. Non-liability of Directors

Members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

Members of the Board of Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4 – Officers' Duties

Section 1. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.

Unless another person is specifically appointed as chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the Members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

The President may delegate some or all of these duties to employed staff of the corporation. The President is ultimately responsible for these duties.

Section 2. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

The Vice President may delegate some or all of these duties to employed staff of the corporation. The Vice President is ultimately responsible for these duties.

Section 3. Duties of Secretary

The Secretary shall:

Maintain a copy of these bylaws as amended or otherwise altered.

Maintain a copy of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of Members, recording the date and manner of the meeting.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records.

Maintain electronically a Membership list containing the name and contact information of each Member.

Prepare and affirm the signature of annual statements regarding conflicts of interest by Board Members pursuant to Article 6 below.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The Secretary may delegate the record-keeping duties to the Executive Director or other person employed by the Corporation, and in so doing become responsible for overseeing these activities.

Section 4. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the corporation.

The Treasurer may delegate the performance of any of these duties to the Executive Director or other person employed by the Corporation, and in so doing become responsible for overseeing these activities.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article 5 - Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its Members, designate an Executive Committee and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the Members of the executive committee, and fill vacancies on the executive committee from the Members of the Board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board. On such committees, Board Members may not serve as committee chair unless the Board of Directors determines that this is necessary.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6 - Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person.** Any director, principal officer, Member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and Members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee Members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair

and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting Member of the governing Board or any committee who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that Member's compensation.

No voting Member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;

- b. all Members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board Member or committee Member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of the compensation arrangement, or a family Member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee Member.
- c. the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 - 2. the availability of similar services in the geographic area of this organization;
 - 3. current compensation surveys compiled by independent firms;
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
 - 1. the terms of the compensation arrangement and the date it was approved;

2. the Members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee Member;
3. the comparability data obtained and relied upon and how the data was obtained;
4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
5. any actions taken with respect to determining if a Board or committee Member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the Member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a Member, the Member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
6. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 6. Annual Statements

Each director, principal officer, and Member of a committee with governing Board delegated powers shall annually sign a statement that affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article 7 - Amendment of Bylaws

Section 1. Amendment

These ByLaws may be amended as follows.

Proposed amendments must be approved by the Board of Directors and presented to the Membership for discussion for a period of at least thirty (30) days.

In order to become part of these ByLaws or amend these ByLaws, at least ten percent (10%) of the paid Members must participate in a vote, and a majority of such voters must approve of the proposal.

Article 8 - Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 9 - Members

Section 1. Determination and Rights of Members

The corporation shall have two classes of Members. No Member shall hold more than one Membership in the corporation.

- a. Registered Members are admitted free of charge.
 1. To become a Registered Member, a company or person must register one person with a unique username and password, and additional information to be defined from time to time by the Board of Directors.

2. Upon registration a Member must self-designate (as a MSP, VAR, Vendor, Educator, Media, etc.).
 3. Registered Members may attend all Member meetings as a non-voting Member.
 4. Registered Members will be listed in the Membership Directory maintained by the Secretary.
 5. Registered Members cannot serve on Committees.
 6. Registered Members cannot vote in National elections.
- b. Professional Members are admitted upon registration and payment to be determined from time to time by the Board of Directors.
1. To become a Professional Member, a company or person must register one person with a unique username and password, and additional information to be defined from time to time by the Board of Directors.
 2. Additional Members from the same company may register as free Registered Members. For franchises, each individual franchise shall be treated as a separate company for purposes of Membership.
 3. Upon registration a Member must self-designate (as a MSP, VAR, Vendor, Educator, Media, etc.).
 4. Professional Members may attend all Member meetings as a voting Member.
 5. Professional Members will be listed in the Membership Directory maintained by the Secretary.
 6. Professional Members may access all “Member content” on the web site, including Forums and downloads.
 7. Professional Members may vote for Committee positions and Board of Directors (limit one vote per paid Membership).
 8. Professional Members may serve on Committees (limit one named person per paid Membership).
 9. In order to be listed as a Professional Member, the Member must submit two letters of character from either a client or another Professional Member of NSITSP. These letters are only required during the initial year of Membership.
 10. Professional Members may use the NSITSP Member Logo on their web sites, letterhead, and in other company materials.

Section 2. Number of Members

There is no limit on the number of Members the corporation may admit.

Section 3. Membership Directory

The corporation shall keep a record of all active Members, including each Member's name, company, address, email, and additional information as determined by the Secretary.

All Membership information shall be treated as personally identifiable data and shall be handled appropriately, to the extent possible, within the laws of all jurisdictions in which the corporation operates.

Section 4. Non-liability of Members

A Member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5. Non-transferability of Memberships

No Member may transfer a Membership or any right arising therefrom. All rights of Membership cease upon the Member's death or the sale of the Member's company.

Section 6. Termination of Membership

The Membership of a Professional Member shall terminate upon the occurrence of any of the following events:

- a. Resignation from the NS ITSP.
- b. Non-payment of dues. Upon non-payment of dues, a Professional Member will remain a Registered Member.
- c. By vote of the Board, a Member at any level may be expelled.

All rights of a Member in the corporation shall cease on termination of Membership as herein provided.

Article 10 - Meetings of Members

Section 1. Place of Meetings

Meetings shall be held online or at a physical location agreed to in advance by resolution of the Board of Directors.

Section 2. Regular Meetings

Regular meetings of Members shall be held on a date to be determined by the Board of Directors from time to time.

Section 3. Special Meetings of Members

Special meetings of the Members may be called by the Board of Directors or the President of the Board. Such meetings shall be held online or at a physical location agreed to in advance by resolution of the Board of Directors.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

a. Regular Meetings. No individual meeting notice need be given of any regular meeting of the Board of Directors. This meeting shall be present on the organizational calendar.

b. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be given personally or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 5. Quorum for Meetings

A quorum shall consist of ten percent (10%) of the voting Members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion that the President shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting Members present at a duly held meeting at which a quorum is present is the act of the Members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 7. Voting Rights

Each Professional Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by electronic ballot.

All corporate votes or elections shall be conducted online by a process previously approved by the Board of Directors.

Section 8. Conduct of Meetings

Meetings of Members shall be presided over by the President of the Board, or, if there is no President, or in his or her absence, by the Vice President of the Board or, in his or her absence, a chairperson chosen by a majority of the voting Members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are consistent with and not in conflict with the articles of incorporation, these bylaws, or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this corporation.

Dated: _____
