

Desert Networking Professionals Bylaws

ARTICLE I PURPOSE

- 1.01 The purpose of the Desert Networking Professionals (“DNP”) is to promote, support and refer member businesses by meeting weekly to share referrals and assist in the growth of each other’s business.
- 1.02 The principal meeting location of DNP shall be located in Riverside County.

ARTICLE II MEMBERSHIP

- 2.01 **Qualifications.** Qualifications for membership are as follows:
 - a. A member is deemed to be an individual person who may represent a sole ownership, partnership, corporation or limited liability company. The membership rights are held by the business entity.
 - b. There will be a limit of one member representing a business category. In those instances where there is a conflict or similarity in business category, the member currently promoting that category will have the right to object to another member in the same or similar category, however the Board retains the right to review the potential conflict and make a final decision. As an example only, the category of automobile services may be broken into subcategories such as Auto Repair/Maintenance, Tire Sales, Automobile Sales/Leasing, and Collision Repair and may be populated by different members who shall only promote that specific subcategory of automobile services.
 - c. An individual may represent more than one business category only upon review and approval by the Board.
 - d. A guest may apply for membership after attending two (2) consecutive meetings however, the Board has the authority to make an exception to the two (2) consecutive meeting requirement on a case-by-case basis. The Vice President of Membership may visit the location of the prospective member’s business and provide a report to the membership as to the nature of the business.
- 2.02 **Acceptance.** A guest, after attending the required consecutive meetings, shall submit a completed application and payment of the Annual Dues and Monthly Meeting Fee for review and approval by the Board.
- 2.03 **Transferability of Membership.** A membership in DNP or rights to membership is not transferable or assignable for value or otherwise.
- 2.04 **Termination of Membership.** A member may terminate their membership by delivering a written notice to a Board member. Termination of the membership does not relieve the member of the obligation to pay any dues, assessments, or otherwise charges that

have accrued and remain unpaid at the time of termination. All rights and interests of a member in DNP cease upon termination of membership.

2.05 Forfeiture of Membership. A membership can be forfeited for the following reasons: 1) the member's written notice of voluntary forfeiture; 2) unpaid dues or fees; or 3) lack of attendance at meetings. A notice of forfeiture shall be mailed to a member at the address on file in DNP records. Members may reapply for membership subject to a vote of the membership as if qualifying as a new member. A member having forfeited their membership for unpaid dues or fees must first bring the account current prior to consideration for reinstatement.

2.06 Voting of Membership. Each member is entitled to one vote on any matter submitted to a vote of the members. Voting shall be by hand vote for all matters other than the election of Board members and officers, which shall be by secret ballot or by acclamation if there are candidates equal to the number of positions to be filled.

2.07 Duties of Members

a. Regular Attendance. Regular and consistent attendance is required of each member. Any member missing more than three (3) consecutive regular meetings due to unexcused absences shall forfeit their membership. Excused absences include notices posted at least 24 hours prior to a meeting through the MeetUp website. The Board may grant a leave of absence for a member in good standing not to exceed four (4) consecutive weeks. The request must be for good cause and be submitted in writing to be voted on by the Board. Absences exceeding 50% of the meetings scheduled, whether excused or unexcused, will be reviewed by the Board under the Forfeiture provisions of these Bylaws.

b. Referrals. Members are expected to provide other DNP members with "qualified" referrals on a consistent basis. A "qualified" referral is a person who has been given a business card of the DNP member and who is awaiting a call from that specific DNP member. Every member is encouraged to provide leads and referrals to other members before considering an outside source whenever the opportunity arises. Each week the 'referring' member completes a "referral" slip to be shared with the 'receiving' member and with the Director of Referrals for tracking purposes. The referral of a prospective member to the DNP is also a 'qualified' referral and a "referral" slip is to be submitted to the Director of Referrals for tracking purposes.

ARTICLE III MEETINGS

3.01 Weekly Meetings. Meetings will be held on a weekly basis in a location to be determined by the consent of a majority of the membership. The board may cancel meetings for holidays or by mutual consent of the membership. The meeting format shall include one round of 30 second introductions/promotions, at least one ten (10) minute presentation by a member, and referral exchange between members.

3.02 Promotion. At the weekly meeting each member in good standing will be allowed to present a thirty-second (30) self introduction pertaining to their represented business category,

except in cases when the Member arrives late, after the self introductions are completed. A Member arriving after the infomercial segment will forfeit this opportunity.

3.02 **Open Forum.** The purpose of Open Forum is to allow the board to discuss business with the membership or to provide value-added presentations to benefit the members.

3.03 **Mixer Functions.** It will be the goal of the EVP to plan three to four business mixer type of events annually as a means of promoting DNP to prospective members, and providing the opportunity of a member to showcase their business by hosting the event.

3.04 **Annual Meeting.** The membership shall hold an annual meeting at the first weekly meeting in September at which time the Board of Directors will be elected for the next fiscal year.

ARTICLE IV FEES

4.01 **Annual Dues.** All members must pay annual dues in the amount determined by resolution of the Board and ratified by the members from time to time ("Annual Dues"). The Annual Dues must be submitted with the application for membership. Annual Dues are payable in the anniversary month of joining. A member who represents two business categories must pay Annual Dues for each business category represented by that member.

4.02 **Meeting Fees.** In the event the meeting location requires a single billing for the food and facility, a meeting fee shall be established to be paid equally by each member ("Meeting Fee"). The Meeting Fee shall be paid monthly, beginning on the first day of each month. Meeting Fees cover the cost of the meals at the weekly meetings, meals of guests and administrative and operational expenses. Members who miss a meeting do not receive a credit for the missed meal.

4.03 **Delinquencies.** It is the responsibility of each member to pay Annual Dues and Meeting Fees on time. A late fee of \$10.00 will be assessed for any dues and/or fees not paid by the 10th of the month. If any Annual Dues and/or Meeting Fees remain unpaid after thirty (30) days, without prior written consent of the DNP Board, the member automatically forfeits membership and will be unable to attend meetings unless and until all arrears are paid in full and membership status is reconfirmed (see Forfeiture of Membership).

4.04 **Adjustments and Prorations.** When a new member joins midmonth the Meeting Fee will be prorated and reflected in the next month's billing statement. Annual Dues and Meeting Fees may be adjusted from time to time, with approval of the membership or the Board, to accommodate actual fees and costs associated with weekly meetings and/or other operational expenses.

ARTICLE V BOARD MEMBERS

5.01 **Number.** The organization shall have no less than five (5) and no more than seven (7) Directors and, collectively, they shall be known as the Board or Board of Directors. The number may be changed by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

5.02 **Qualifications.** Any active member in good standing is qualified to be a Board member.

5.03 **Term of Office.** Each Director shall be elected to a one year term which shall expire each September 30th, or until the Director's successor is elected. Directors are eligible for re-election, provided they continue to meet the qualifications for office. Directors may not hold a specific officer designation for more than two consecutive terms.

5.04 **Compensation.** Directors shall serve without compensation except that they shall be reimbursed for their actual and necessary expenses incurred in conducting the business of the organization. Any reimbursable expenses of a Director shall be approved by a majority of the Board upon presentation of written documentation.

5.05 **Election.** The Board members will be elected annually at the first meeting in September by a majority of the members present to a specific Board position.

5.06 **Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. A majority of the members in good standing constitutes a quorum, except as otherwise provided in these Bylaws.

ARTICLE VI OFFICERS/DIRECTORS

6.01 **President.** The President acts as the group leader, oversees the weekly meetings and Board meetings, discussions at meetings and offers leadership and direction for the organization. The President is responsible for facilitating membership goals, relationship building and problem solving. The President works with the Executive Vice President and Director of Presentations to establish a weekly agenda and agendas at minimum bi-monthly Board meetings.

6.02 **Executive Vice President.** The Executive Vice President ("EVP") conducts the weekly and/or Board meetings in the absence of the President, and facilitates communication of meetings and activities with the members

6.03 **Vice President of Membership.** The Vice President of Membership provides prospective members with membership materials, distributes copies of new member applications to the Board Members, tracks attendance compliance of the members and contacts guests regarding their membership interest. The VP of Membership is responsible to notify a member when their membership has been forfeited for unpaid dues or lack of attendance.

6.04 **Treasurer.** The Treasurer is responsible for the accounting of the organization, including, but not limited to, bank account reconciliation, delinquency reports, quarterly financial reports, and billing members for the Meeting Fees.

6.05 **Secretary.** The Secretary records the minutes of Board meetings, Member meetings where significant action is taken, the Election meeting, and works closely with the Director of Presentations to update the Meet-Up website with upcoming speaker information.

6.06 **Director of Referrals.** The Director of Referrals collects and tabulates the value of the referral business exchanged amongst the Members and provides a monthly total of the collective value of the business at the first meeting of the month following the tallied month.

6.07 **Director of Presentations.** The Director of Presentations coordinates the assignment of the weekly member presentations, introduces the speakers at the meetings and assigns the monthly visitation.

6.08 **Resignation.** Any officer may resign at any time on written notice to the Board. The Board has the option, in its sole discretion, to appoint a replacement to Board for the remainder of the term of the officer who resigned, or, to request that the membership elect a replacement officer for the balance of the open term.

6.09 **Removal.** Any officer may be removed from office at any time by the vote of a majority of the Board. In the case of the removal of any officer, a new officer will be appointed by the Board to serve the unexpired portion of the term of the removed officer at the meeting at which the officer is removed.

ARTICLE VII AUTHORITY OF OFFICERS

7.01 **Execution of Instruments.** The Board, except as otherwise expressly provided in these Bylaws, may by resolution authorize any officer or agent of DNP to enter into any contract and deliver any instrument in the name of and on behalf of DNP.

7.02 **Bank Accounts.** All funds of DNP must be deposited from time to time to the credit of DNP in banks, trust companies, or other depositories as the Board may select. Except as otherwise specifically determined by resolution of the Board, any check, draft, promissory note, or other evidences of indebtedness of DNP must be signed by two members of the Board of Directors.

7.03 **Adoption of Bylaws.** These Bylaws become effective on their being adopted by the vote of a majority of the Board. Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the members of the Board.

7.04 **Procedure for Amendments to Bylaws.** This document is dynamic and shall be expected to change as the needs of DNP change. Recommendations and/or amendments to this document may be submitted in writing by a member to a Board member at any time. Amendments will be considered by the Board on a quarterly basis. If the Board of Directors deems a change appropriate, amendments will be accepted by a quorum of the Board; presented at the next open forum to membership and incorporated by majority vote of the Board.

Adopted on: _____, 2016

Secretary