

BYLAWS

Revised January 30, 2008



Established January 2005

Article I – Name of Organization

This organization will be known as ERN, and is incorporated in Pennsylvania under the Non-profit Corporation Law of 1988. The tax identification number is 87-0736798.

Article II – Purpose & Mission Statement

Section 1: ERN is an organization of networking professionals designed to increase business for each member through ERN'd referrals. Each member will represent one business category and should possess the highest level of integrity, professionalism and trustworthiness. Conflicts of interest are not allowed **Any person wishing to join that is part of a multi-level marketing organization, barter club, or group that is similar, will not be allowed to become members.**

Section 2: ERN's motto is: "Coming together is a beginning, keeping together is progress, working together is success."

Section 3: ERN shall not in any way be used for political reasons. This organization will not actively participate in the political candidacy of any person or cause.

Article III – Membership & Categories

Section 1: The membership of this organization shall be business professionals, both men and women, with the highest integrity showing good character and great community standing. Each member shall have one vote and represent one category. A participating member shall not be a member of any other regional networking group (identified as having a weekly meeting structure, monetary membership dues, official bylaws, a Board of Directors, and qualified referrals) in a category deemed similar to the member's current ERN category. If a company wants to own a second category, they can, but a separate person (employee) must attend and represent that company as the member.

(a) Prospective members must attend two meetings before applying for membership. Attendance at a business mixer or social will count toward this requirement. The membership will vote on the prospective member at the third meeting, at which this person will not attend.

(b) Only members present at the meeting may vote. A prospective member will be denied membership if there are three (3) no votes. If the membership is over 30 members then 10% of current membership will be needed to deny membership. This number will always be rounded up (i.e. 42 members @ 10% = 4.4, so 5 members would be needed in this case). If a member chooses to vote "no", their name and phone number must be written on the back of the ballot or the vote will not be counted.

(c) [**Leave of Absence**] the Board of Directors can extend a "Leave of Absence" to a member who is in good standing with attendance, ERN'd referrals, and membership dues obligations. A majority vote by the Board of Directors, quorum necessary, is required to extend this leave. A "Leave of Absence" can be granted for one month (four regular meetings).

(d) [**Speak-off**] if two people, in the same category, attend two meetings and apply for membership at the same time, then a speak-off will occur in the third week before a vote is held. Each prospective member will be given 5 minutes to present during the speak-off and then the vote will be held.

(e) [**Alternate**] each member may have an alternate that may attend in place of that member **12 times** throughout a calendar year. The board in writing must approve the alternate. An alternate will have no voting rights.

(f) Memberships may be owned either individually or by the company. If a company or individual leave ERN, they forfeit the rights to membership.

(g) Members may resign their membership from ERN at any time. The resignation should be submitted in writing to the Board of Directors and shall be effective upon board acceptance.

(h) Members may change categories within ERN, but would need to attend two meetings representing the new category, and then a vote would be taken by membership following the guidelines under Article III (b).

Article IV: Termination of Membership

Section 1: All members are required to sign and abide by the following:

(a) **Recruit one new applicant that becomes a member in my first year with ERN.** Each new member that has not brought in one member after their first quarter in ERN will become part of the membership committee. That member will remain an active member of this committee as deemed by the Membership Builder (board member) until they get a member to join. If the member has not fulfilled this requirement within the first year, the “Fiver Day” donation will increase to \$10 monthly until this membership requirement has been fulfilled.

(b) **If I miss four (4) meetings in a calendar quarter, membership will be terminated.** A member arriving late or leaving early will not be tolerated and will be counted as a half an absence for attendance.

(c) Each member will be required to pass 48 qualified referrals in each calendar year (January to December). These referrals must be accepted by the receiving ERN member. Each new member will be granted an initial grace period defined as the remainder of his/her first month and the following full month. After the initial grace period, the new member will be required to pass qualified referrals equal to the number of months remaining in the year times four (4). The number of qualified referrals passed will be reset for each member at the beginning of each and every calendar year.

(d) Adhere to the bylaws and changes to them in the future.

(e) Attend an ERN Network Building Mixer in the **first year** of membership.

Section 2: The Board of Directors will monitor the members activities outlined above including participation and personal involvement in ERN activities. The Board is authorized to suspend (for a period not longer than a year) or terminate any member for good cause.

Section 3: “Good Cause” as referred above is defined as any of the following:

- (a) Any unethical conduct that brings ERN in to public disrepute or violates the mission statement as defined Article II, Section 1.
- (b) Any failure to comply with the bylaws of ERN.
- (c) Any failure to pay membership renewal dues or quarterly breakfast dues.
- (d) Any felony conviction or any crime involving moral wrongdoing.
- (e) Any bankruptcy filing, voluntary or involuntary.
- (f) Any unprofessional conduct that is so serious that it presents an uncomfortable or detrimental situation to other members of ERN.

Section 4: [Ethics Committee Procedures] Any violation or alleged violation of the “Good Cause” provisions in Section 3, must be in writing, and addressed to the ERN Ethics Chairperson. The only exception to this would be if the person in violation is the ERN Ethics Chairperson, in which case the written notification should be addressed to the President. The Ethics Chairperson will forward a copy of the written notification immediately upon receipt to the President.

- (a) The Ethics committee will consist of the chairperson and two other members from ERN.
- (b) If the ERN Ethics Chairperson is the alleged member, then the President must appoint a temporary chairperson who will work on the situation with the other two committee members.
- (c) The results of the investigation by the committee will be submitted to the President, in writing, within two weeks of the completion of the investigation. If the person in violation is the President then the results should be sent to the Vice President.
- (d) The President and Vice President, upon receiving the committee’s investigation report, will call a special board meeting (quorum required). The vote by the Board of Directors shall be final and binding.
- (e) Any member that is expelled from an ethics violation, shall not be eligible for membership again in ERN. The member’s rights shall cease immediately after the expulsion.

Article V – Officers

Section 1: The officers of ERN shall consist of the President, Vice President, Secretary, Treasurer, ERN Referral Monitor, Board Member at Large, and the ERN Membership Builder. The officers will be elected annually and each officer will have one vote with all votes being equal. Officers may hold an office for not more than two consecutive terms, unless there are no members willing to fill that office for the third term or more, and then that officer could run on the ballot again. If an office becomes vacant for any reason, the Board of Directors will fill the vacancy.

Section 2: The duties and responsibilities of each officer are outlined below:

(a) The **President** presides over all meetings of the membership, will be an ex-officio of all committees holding all accountable to the bylaws, perform such other duties and responsibilities ordinarily incumbent upon a President and report to the Board of Directors.

(b) The **Vice President** shall be the liaison between ERN membership and all committees. The Vice President shall take weekly attendance or assign this responsibility to another board member in their absence and shall perform the duties and responsibilities normally incumbent upon the Vice President.

(c) The **Secretary** shall keep and maintain the minutes of all ERN Board of Director meetings, and will conduct all correspondence as may be required by the President or the Board of Directors and shall perform the duties and responsibilities normally incumbent upon the Secretary.

(d) The **Treasurer** shall keep and maintain records of all financial transactions of ERN, which will include membership dues, applications, donations, and all monies collected and disbursed. The Treasurer will prepare a monthly report to be shared with the Board of Directors and membership and generally perform the duties and responsibilities normally incumbent upon the Treasurer.

(e) The **ERN Referral Monitor** shall tabulate and monitor the quality of the ERN'd referrals on a weekly and monthly basis. The ERN Referral Monitor shall provide a written monthly report to the Board of Directors and the membership.

(f) The **ERN Membership Builder** shall oversee and be chief communicator with guests at weekly meetings and to creatively find ways to build membership through special events.

(g) The **Board Member at Large** shall monitor the activities and decisions made by the ERN Board to ensure that the ERN Board is operating in the best interest of the ERN Membership.

Article VI – Directors

Section 1: ERN shall be governed by a Board of Directors.

Section 2: The Board of Directors will consist of seven (7) members, which includes the six (6) officers listed in Article V, Section 2, and shall be elected by the membership. The immediate past President shall be the 7th board member in the year immediately following his/her term. In the event of a 2nd term by a President, where there is no immediate past President, the membership will vote on an at-large board member for that year.

Section 3: Each officer will be allowed to hold their elected position for two consecutive terms, but not longer.

Section 4: The Board of Directors has control and management of ERN activities and policies, disciplinary action, and oversees the affairs of ERN.

Section 5: The Board of Directors shall meet sometime during the week before the first official meeting of the month. A majority of the Board of Directors shall be necessary to transact business and constitute a quorum. A majority vote of those board members present (quorum required) will be necessary to enact any decisions.

Article VII – Election Procedure

Section 1: The election of officers and directors shall be held at an ERN regular meeting prior to December 15. The annual meeting will be the first regular meeting in January.

Section 2: All votes will be by written ballot, and there will be no proxy voting or absentee ballots.

Section 3: At least six (6) weeks prior to the ERN annual meeting, the President shall appoint and announce a committee to be known as the Nominating Committee. This committee will be comprised of three (3) to five (5) members and will not include any current board members. The President will decide on the chairperson of this committee. The Nominating Committee will be charged with the duties of making nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and directors. **Only members who have earned a Gold or Green badge are eligible to hold the office of President.**

Section 4: At least five (5) weeks prior to the ERN annual meeting, the Nominating Committee will submit a list of nominees. Nominations must be taken from the floor of a regular meeting of ERN, for any office, at least four (4) weeks prior to the ERN annual meeting. Nominations from the floor will be in the form of a petition signed by five (5) members in good standing.

Section 5: On the Election Day prior to December 15, the President shall appoint Committee on Elections, consisting of three (3) to five (5) members. This committee will be responsible for distributing, collecting, and counting the ballots and reporting the results to the President who will make the announcement to the membership. A majority of all votes cast shall be necessary to determine the choice for any officer that is being elected. In the event that there is not a majority for any nominee to a particular office, the President will immediately designate a time and place for further balloting for that office. The nominee having the lowest vote tally on the first ballot will be dropped from the second ballot, and this procedure will be followed in each succeeding ballot until one (1) nominee receives a majority of the all votes cast.

Section 6 [Vacancy in Office]: If the office of President becomes vacant, the Vice President shall succeed to the office. In the case of a vacancy in any other office, Vice President, Secretary, Treasurer or any other Board members, the vacancy will be filled by the Board of Directors.

Article VIII – Committees

Section 1: All special and standing committees that are necessary for ERN to run in an efficient and professional manner will be determined by the Board of Directors.

Section 2: Immediately following the election, the Board of Directors will appoint all chairpersons including a Sergeant-At-Arms. The list of committee appointments should be announced no later than the second week of January.

Section 3: The **ERN Event Planner** will promote at least four events including a holiday social for members and their guests. The regular weekly business meeting will not be held during the weeks of these events.

Section 4 [Attendance]: The Vice President oversees taking attendance at the weekly meetings. It is the Vice President's responsibility to personally communicate with any member whose attendance is unsatisfactory. The ultimate goal will be to improve each member's attendance record and promote full attendance at the ERN meetings.

Section 5: The **ERN Ethics Chairperson** will head a committee of two other active ERN members appointed by the President as needed throughout the year. This committee will not include current Board members.

Section 6: The **ERN Program Planner** will create and develop a weekly program, designating two or three members to become Director of 1st Impressions the first week, Showcase their businesses the second week, and then be a Presenter the third week.

Section 7: The **ERN Publicity Director** should promote ERN's activities through the media, including newspaper, business journals, and any other medium available.

Section 8: The **ERN Mentor Chairperson** will meet with each new member within the first month of their membership to guide and train them with the ERN procedures and bylaws.

Section 9: The **ERN Relationship Builder** is responsible for creating a monthly list for the membership to visit each other and build stronger networking relationships. This list should be emailed or handed out by the 1st meeting of the month. At the 3rd meeting of the month, the members will give a relationship building presentation (30 seconds or less). The member must complete the Relationship Building before the third meeting of the month, otherwise, they must give a \$5 donation to that member they were to visit. If the member has not completed this visit in future weeks, they are not allowed to give their 30 second commercial at the end of the meeting and continue to owe that member \$5 weekly.

Section 10: The **ERN Advisory Board** will be comprised of current members whom were Past President's of ERN. Meetings to be held with current ERN Board Members and ERN Advisory Board Members as needed but at least semiannually, to discuss current and/or proposed new ideas for ERN.

Article IX – Meetings

Section 1: ERN will hold weekly business meetings starting at 7:15 a.m. The Board of Directors will determine the day and place to hold the meetings, but the meeting will run for 1 hour and 15 minutes and be completed by 8:30 a.m.

Section 2: The weekly business meetings will have a program that allows members to rotate through being a Director of 1st Impressions, Showcasing and Presenting.

Section 3: On at least a quarterly basis, ERN will host a Business Mixer/Social in place of the regular meeting.

Article X – Revenue

Section 1: A membership fee is payable by all new members to ERN. This payment must be received with the application before a prospective member is voted on. The membership fee is nonrefundable unless the prospective member is refused membership.

Section 2: Each member shall pay an annual renewal fee due during their anniversary month of joining ERN. Any member receiving a Green badge will have all future annual ERN renewal fees waived.

Section 3: Quarterly ERN breakfast dues will be invoiced and delivered to the membership. The Board of Directors will set these dues.

Section 4: A member shall be regarded in good standing if he or she is not more than thirty (30) days in arrears in payment of any of the dues listed above.

Article X - Donations & Rewards

Section 1: Donations:

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| <input type="checkbox"/> No Membership Badge | \$1.00 |
| <input type="checkbox"/> Unknown Greeter | \$1.00 |
| <input type="checkbox"/> No ERN'd Referral | \$1.00 |
| <input type="checkbox"/> Late to the Meeting | \$1.00 |
| <input type="checkbox"/> Showcaser's & Director of 1 st Impressions arriving past 7:00 a.m. | \$1.00 |
| <input type="checkbox"/> ERN Relationship Building Not Done (paid directly to member) | \$5.00 |
| <input type="checkbox"/> Meeting starts 7:15 a.m. | \$5.00 |
| <input type="checkbox"/> Meeting ends after 8:30 a.m. | \$5.00 |
| <input type="checkbox"/> No Guest on Fiver Day-First Year Members | \$5.00 |
| <input type="checkbox"/> No Guest on Fiver Day-White Badge After 13 Months of Membership | \$10.00 |
| <input type="checkbox"/> Neglecting to Showcase, be Director of 1 st Impression, or Present | \$10.00 |
| <input type="checkbox"/> No attendance at Events, Mixers, and Socials | \$10.00 |
| <input type="checkbox"/> Dues delinquent (per week) | \$10.00 |
| <input type="checkbox"/> Phones/Pagers ringing during meeting | \$20.00 |

Section 2: Rewards:

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| <input type="checkbox"/> Passing four (4) qualified ERN'd Referrals at a meeting | \$1.00 |
| <input type="checkbox"/> Bringing a guest to a meeting (other than Fiver Day) | \$2.00 |
| <input type="checkbox"/> Bringing a guest on "Fiver Day" | \$5.00 |

Article XI – Miscellaneous

Section 1: Anyone who accepts membership in ERN will be deemed to have accepted these bylaws and subsequent changes, and shall be bound by them in all respects.

Article XII – Amendments

Section 1: Amendments to the bylaws must be adopted by two-thirds (2/3) vote of the membership present, quorum required. A written notice of the proposed amendment must be given to members at least two (2) weeks before the meeting that the vote will be held.