**BYLAWS OF**

 

 **SERVICE INDUSTRY ASSOCIATION**

ARTICLE 1

Service Industry Association

2164 Historic Decatur Rd., Villa 19, San Diego, CA 92106

SECTION 1.1 The name of this corporation shall be SERVICE INDUSTRY ASSOCIATION (the "Corporation").

SECTION 1.2 The Corporation is incorporated in the District of Columbia as a non-profit corporation.

SECTION 1.3 The principal office of the Corporation shall be in the District of Columbia or in such other location approved by the Board.

SECTION 1.4 Service Industry Association is a nonprofit association of enterprises involved in the support of high technology products in the marketplace, represented by their top level executives, whose role is to promote the best possible range of alternatives & choices of services for those products, and support of the customers who use them. The mission of SIA is to serve as a forum where every member can enhance their business and to take collective action for the betterment of the industry whenever necessary.

ARTICLE 2

Purposes and Objects

SECTION 2.1 The purposes and objects of the Corporation shall be to enhance the high technology industry including but not limited to IT Services, Consulting, software and related services (hereinafter called the “industry”) by promoting an open environment of interdependence & cooperation between manufacturers, independent servicers and users by providing value-added solutions for customers.

Service Industry Association will provide an array of industry value-added services including:

1. Enhancing an open environment of user choices
2. Creating forums between vendors, servicers, & users for Education, Communications, and Information
3. Promoting effective cooperation between manufacturers, independents, users and customers
4. Encouraging adoption of new technologies processes and programs for improved services
5. Facilitating successful adoption of high technology products & systems

Furthermore, the Association will promote, develop, establish and maintain a closer union and more complete organization of service companies by:

(1) Developing educational methods to foster increase and maintain the use of multi-vendor service and to enhance awareness of the service industry generally;

(2) Initiating, encouraging, and establishing ethical practices in the industry, in the relationships of service companies of all kinds and to take any and all steps and to do any and all things which may properly be considered advisable or necessary to eliminate unethical practices which may tend to bring the industry into disrepute;

(3) Studying the economic problems confronting the industry and in particular to conduct and carry on campaigns and undertakings and to do all such things and to take all such steps as from time to time shall be considered necessary or advisable for the purpose of maintaining standards and qualities in the industry;

(4) Promoting and maintaining better relations between providers, distributors and manufacturers of supplies and services of all kinds to members of the industry and the public and labor;

(5) Doing and causing to be done all things to bring about complete cooperation and accord between providers of suppliers and services to members of the industry and the Members themselves to the end that each will attain a fair return on their respective investments and to do anything and everything necessary, suitable, useful and proper for the accomplishment of any of the aforesaid purposes or the attainment of any of the aforesaid objects.

SECTION 2.2 The Corporation shall not be conducted for the financial profit of its Members but shall be conducted for the mutual benefit of its entire membership and the service industry at large.

SECTION 2.3 The following code of ethics shall form part of these Bylaws:

Dedicated to the principle that sound business relationships are based on mutual benefits, we Members of Service Industry Association do hereby pledge:

To offer our customers true value and dependable service in each and every transaction; to practice the Golden Rule in our relationships with our employees as well as with our customers; and to encourage our employees to improve their knowledge of the service business.

To keep ourselves informed of all laws and regulations relating to our business and to do anything and everything within the limits of the law to cooperate in their enforcement. We shall also interest ourselves in proposed legislation affecting our industry to guarantee that justice and fairness shall prevail, and that the best interest of our industry and customers shall be safeguarded.

To extend the same courtesies and consideration to our suppliers which we would like to receive from our customers.

To maintain a friendly and helpful relationship with our fellow businesspersons and, by example, lead to higher standards in our industry.

To display personal conduct that fosters dignity of the individual and encourages the Corporation and its Members to recognize individual rights,

privileges and opportunities regardless of race, sex, religion, creed, national origin, age, or non-relevant physical or mental handicaps.

To interest ourselves in the civic welfare of the community in which we conduct our places of business and to support actively its civic and commercial enterprises.

To pursue no unethical tactics in our diligent quest of business.

ARTICLE 3

Membership

SECTION 3.1 Member Qualifications. Regular full voting membership is open to all high technology service and support organizations including those with in-house self-servicers and OEMs.

SECTION 3.2 Admission to Membership. Any person or entity desiring to become a Member shall submit a formal membership application through the Service Industry Association website to the Executive Director, who shall then submit it to the Board of Directors for majority approval. New members shall have a member in good standing sponsor them into the association. Each applicant for membership shall, upon election to membership, pay to the Service Industry Association the dues as fixed for the ensuing year by the Board.

(1) Processing Procedure

Upon receiving a membership application. The Board of Directors shall ascertain that the applicant is qualified for membership as stipulated in Section 3.1 If adjudged qualified the Executive Director shall enter the applicant as a Member under the appropriate member classification. Written notice of approval or rejection of said membership application shall be given promptly by the Executive Director to each applicant. A letter of rejection shall state the reason for the applicant's rejection and the procedure for appeal of membership denial, should the applicant wish to appeal the decision of the Board of Directors.

(2) Appeal of Membership Denial.

If an applicant is denied membership or feels that it was placed in an improper member classification, the action may be appealed within fifteen (15) days in writing to the Board of Directors. The Board will then review the case at the next meeting, at which meeting the applicant may appear to offer its case.

SECTION 3.3 Voting Rights. Regular Service Company Members in good standing on the membership roster shall be entitled to one vote on each matter submitted to a vote of the Members. Except as provided in these Bylaws or in the Articles, no matter need be submitted to the Members.

SECTION 3.4 Confidentiality. It shall be the duty of all Members to hold all proceedings of the Corporation, not officially released, in confidence and to refrain from any discussion and/or

display of material or Corporation bulletins or any matter of an official nature to anyone other than another Member in good standing.

SECTION 3.5 Transferability. Memberships in the Corporation are not transferable without approval by the board.

SECTION 3.6 Member Representatives. In the case of Members other than individuals, representatives of such Members will only be owners, officers or senior managers with policy-setting authority of such Members.

ARTICLE 4

Subscription to Bylaws

SECTION 4.1 Subscription. Each Member shall, before being admitted to membership, agree to be bound by these Bylaws and all amendments hereto.

SECTION 4.2 Expulsion from Membership. Any Member found to be in willful violation of any provision of these Bylaws may be expelled from membership by a majority vote of the Board in attendance at a duly constituted meeting without recourse against the Corporation or its Members, officers, or Board, provided that such Member shall be given written notice at least 10 days before the expulsion is to be considered and shall be entitled to appear at the meeting to offer a defense.

ARTICLE 5

Certificate of Membership

SECTION 5.1 Certificate Authorizations. The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

SECTION 5.1 Eligibility. When a Member has satisfied the requirements for membership for the Corporation's current fiscal period, and if the Board shall have provided for the issuance of certificates of membership under this Article, a certificate of membership shall be issued to such Member in its name and delivered to it by or on behalf of the Association by the Executive Director .

SECTION 5.2 Non-Transferable. All certificates of membership shall be non-assignable and non-transferable without approval by the Board of Directors.

ARTICLE 6

Corporation Insignia

SECTION 6.1 Ownership of Insignia. All certificates of membership and membership cards, store placards, decals, cuts, mats, insignia or emblem and/or any other material of Corporate nature placed into the hands of any Member of the Corporation for use of said Member to indicate or otherwise note their connection with the Corporation shall remain the sole property of the Corporation and all of same shall be returned to the Corporation's Executive Director if and when said Member shall f or any reason whatsoever cease to be a Member in the Corporation.

SECTION 6.2 Discontinuance of Display. Any Member who shall for any reason cease to be a Member in the Corporation shall immediately discontinue the display, handling, mailing or distribution of any and all material indicating any affiliation with Service Industry Association.

ARTICLE 7

Resignations, Withdrawals, and Re-elections

SECTION 7.1 Resignations. Any Member may withdraw from membership by tendering a written resignation to the Board and a sum of money equal to all arrears in dues and any and all assessments and each and every installment thereof remaining unpaid on the date of tender of resignation.

SECTION 7.2 Withdrawals. If a Member withdraws from business, whether from normal cessation, bankruptcy, or otherwise, or changes the nature of its business such that it would no longer be eligible for membership based on the qualification requirements of Section 3.1 hereof, then its membership shall automatically terminate; provided, however, the Board may continue the membership of such Member upon application of such Member.

SECTION 7.3 Re-Election to Membership. No Member who has been expelled from membership in the Corporation shall be eligible for re-election to membership for at least one year from the date of expulsion. No former Member shall be readmitted until it has fulfilled its obligations to the Corporation, including payment of dues.

ARTICLE 8

Dues and Assessments

SECTION 8.1 Membership Dues. The Board may establish membership dues and the frequency and dates of payment. Should such dues be established, the Secretary/Treasurer shall

so notify the Executive Director who shall then bill the dues to the Members. All dues are payable to the Secretary/Treasurer.

SECTION 8.2 Termination. Any Member failing to pay the dues within 60 days after they become due shall be notified in writing by the Executive Director/Secretary/Treasure by letter mailed to the Member's last known address. If said dues are not fully paid within 30 days from mailing of said notice, the membership and all incidental rights and privileges of such member may be considered terminated without further notice.

SECTION 8.3 Waiver of Dues. The dues of any member found to be in temporary financial distress may be waived by a majority vote of the Board.

SECTION 8.4 Payment in Advance. All new applications for membership or requests for reinstatement must be accompanied with all necessary fees and dues, in advance. No membership shall be accepted for a period of less than twelve months unless special permission is granted by the Board.

SECTION 8.5Authorized Revenues. The Corporation shall raise no revenue other than that required to pay all of its legitimate expenses, including such unusual or extraordinary expenses as may be authorized and incurred from time to time at any regular or special meeting of the members or of the Board in furtherance of the business and objectives of the Corporation.

Section 8.6 Gratuitous Memberships

At the discretion of the Board, a company may be extended a gratuitous membership.

8.6.1 At the board of directors discretion, a member company maybe extended the ability to attend the Annual summit at no fee.

8.6.2 Gratuitous Membership voting rights

A gratuitous membership has no voting rights in the association.

ARTICLE 9

Meetings of Members

SECTION 9.1 Annual Meeting of Members. An annual meeting of the Members shall be held at the time and place selected by the Board.

SECTION 9.2 Order of Business. At each annual meeting there shall be reported to the Members the names of all officers and directors selected as provided in the Bylaws and the Members shall transact such other business as may properly come before such meeting.

At each annual meeting, the business of the Corporation shall be among the first matters to come before the meeting on the first day's order of business or the second, at the Board’s discretion.

SECTION 9.3 Special Meetings of Members. Special meetings of the Members may be held at any place upon call by the Board or upon demand in writing stating the object of the proposed meeting and signed by not less than one-third of the Members.

SECTION 9.4 Notice of Meetings. Written notice stating the place, day, and hour of the regular or special meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of such meeting, either personally or by mail, to each Member entitled to vote at such meeting.

SECTION 9.5 Quorum. Five percent of Service Company Members in good standing, in person or by proxy, shall constitute a quorum for all meetings of the Members. If less than a quorum be present at any meeting, then a majority of the Members present may adjourn the meeting to any time and place without further notice other than announcement at the meting until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 9.6 List of Members. A complete list of the members entitled to vote at any meeting, arranged in alphabetical order, with the address of each, shall be made available in the office of the Executive Director at least ten days before each meeting and taken to the place where such meetings are to be held, and during the whole time of such meeting to be open to the examination of any Member in good standing.

ARTICLE 10

Board of Directors

SECTION 10.1 Powers. Subject to the limitations of the Articles of Incorporation of the Corporation (the "Articles"), the Bylaws, and the District of Columbia Nonprofit Corporation Act, and subject to the duties of the Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporations shall be controlled by, the Board of Directors of the Corporation (the "Board").

SECTION 10.2 Members of the Board. The Board shall consist of the following officers of the Corporation: the Chairman, the President, the Secretary/Treasurer, and the Executive Vice-President .. All other Board members are Members at Large. Each member of the Board other than Officers are referred to herein as a Director. The Directors shall be elected by the company

Members. Elections for such Directors shall be held every other year, by ballot at the annual meeting of Members. Such ballots shall have printed thereon the names of all candidates including current Directors who wish to run for another term for each office and those selected by the Nominating Committee and blank spaces whereupon any Member may plainly print the name of choice if other than those printed on the ballot. The Executive Director shall count the ballots at the annual meeting and certify the results of the election. The ballots will be held for verification by the Board at their next meeting. The qualified person receiving the most votes for the respective office shall be elected.

All member companies (paid membership) will receive voting information prior to the annual meeting. A proxy from the current Board of Directors with recommendations on what the Board would recommend. Non-attending members may vote via proxy card sent back to the association prior to the annual meeting. If the non-attending members do not return their proxy vote it will be assumed that they are going with the Board of Directors recommended vote.

Section 10.2.1 International Board Members (Recommendations)

The Service industry association is incorporated in the Washington DC, and is a US corporation, The By-Laws are to be followed World wide with no deviations. The language to be spoken in all Corporate Board meetings with be English. We will have EMEA board seat (s) (to be determined by the Executive Committee) and Asia Board seat (s) to n be part of the Association Board of Directors with voting privileges. The Executive Committee of the Board will determine via membership in the geographic area when the Board Seat (s) will be utilized. The Board Member of the Geographic Region is capable of running events in line with corporate guidelines set in the By-Laws. Discussion Items:

1) All financials will be run through the corporate Secretary and Treasurer. One set of Books. The Corporate Board of Directors will initially review and confirm the Regional Board member (s).

2) The Americas/EMEA/APAC board members will bring their yearly program to the Corporate Board of Directors for Approval.

SECTION 10.3 Selection and Term of office. Except as herein provided, each Director shall hold office for a term coinciding with such Director's term as an officer of the Corporation, or until a successor shall be elected to such officer's title. President / Sec/Treasure/Executive VP. Shall have a maximum of two terms.

Chairman shall have a maximum of two terms, then becomes honorary board member.

If the president should not be able to preform his/her duties, the EVP will fulfill the duties of the president of the association for the remainder of the that term or a special election will be held to elect an new President.

SECTION 10.4 Honorary Members. All persons formerly serving as Chairman, and not currently serving as a member of the Board or disqualified for good cause, shall automatically become honorary members of the Board. In addition, the Board may elect such other honorary members of the Board as it so chooses. Honorary member of the Board will be non-voting members of the Board and will not be counted when determining whether a quorum is present.

10.4.1 If a board member leaves the Board of Directors for any reason, the Board of Directors may elect a new Director to fill the vacated position for the duration of that vacated term.

10.4.2 Special Election.

The Board of Director may from time to time call for a special election to create a new Board seat. The purpose of this election would be to bring on a EMEA/APAC board member as the Board deems necessary.

SECTION 10.5 Meetings.

Meetings of the Board may be held at any place designated by the Corporate Board.

(1) Regular Board meetings shall be held at least once in each year held at the annual meeting of Members. Upon determination of the time and place of regular meetings, each Director shall receive notice thereof at least 30 days in advance.

(2) Special meetings of the Board may be called upon demand in writing stating the object of the proposed meeting and signed by a majority of the Directors. Each Director shall be notified personally or by letter mailed to their last known address at least 15 days in advance of the date fixed for such special meeting.

SECTION 10.6 Quorum. Fifty percent (50%) of the Directors in good standing, shall constitute a quorum at either a regular or special meeting of the Board.

SECTION 10.7 Order of Business. At the regular meeting of the Board, the Board shall consummate the following business:

(1) The Corporate President shall submit a report showing the condition of the affairs of the Corporation and recommendations, together with a prepared budget for the ensuing year, for the approval of the Board at their regular meeting during the annual meeting of the Members.

(1a) The Americas/EMEA/APAC board member shall submit a report showing the condition of the affairs of the Region and recommendations.

(2) Receive and accept reports and recommendations from the Corporation's Standing Committees and those committees as appointed by the President.

(3) Approve the plans and programs as presented for the ensuing year.

(4) Perform such other business as may from time to time require action by the Board.

(5) The records of the Corporation's accounts receivable, accounts payable, inventory and other pertinent financial records shall be placed under the control of the administrator or accountant engaged by the Board for the purpose of providing an annual audit to be presented at the mid-term board meeting

(6) When these Bylaws are silent on an action in the conduct of the Corporation's business, Roberts Rules of Order shall prevail.

SECTION 10.8 Compensation. Directors shall receive no compensation for their services as Directors.

SECTION 10.9 Removal. The Board by a two-thirds vote may remove any Director from office for cause.

SECTION 10.10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles.

SECTION 10.11 Indemnification. The Corporation shall provide indemnification to the full extent permitted by law, it being the policy of the Corporation to safeguard its directors, officers, management and employees from expenses and liability for actions they take in good faith in furtherance of the interest of the Corporation and its Members. For those expenses incurred in the ordinary and necessary business of the Corporation an expense report shall be promptly filedwith the Executive Director unless the Executive Director incurs the expense in which case the report shall then be filed with the President. The Executive Director and staff handling money of the Corporation shall be bonded unless they are in the employ of an officer of the Corporation. The Board shall have processed for their joint and several benefit liability insurance without their personal expense in any regard, with an insurance company licensed to do business in all of these United States.

ARTICLE 11

Officers

SECTION 11.1 Officers. The Corporation shall have the following officers: a Chairman, a President, a Secretary/Treasurer, and an Executive Vice President . The Corporation may also have such other officers as may be appointed by the Board. No person shall hold more than one office.

11.1.a For any reason, any officer that their company is no longer a member to SIA, that officer must resign their position or join as a Company member to keep their position on the board.

SECTION 11.2 Selection of Officers.

(1) Chairman. The Chairman shall be the immediate past President of the Corporation.

(2) President and Secretary/Treasurer. The President, the Secretary/Treasurer and Executive VP (existing Directors) shall be elected by the Directors at a meeting of the Board held at or before the annual meeting of Members at which the officers representing the Region are elected.

.

SECTION 11.3 Qualifications. In order to be an officer of the Corporation, a person shall be a principal, or a member of senior management (of a Member Company) with policy setting authority in a Company Member in good standing. No person may serve more than two consecutive terms in a given elective office of the Corporation.

SECTION 11.4 Term of Office. Each officer shall hold office for approximately two years, starting 30 days after the annual Member meeting at which officer elections were held and ending when his successor's term begins, unless such officer shall resign, be removed, or otherwise be disqualified to serve. Officers who are disqualified may result from acquisitions or mergers to a non-pledging company or an officer not being part of a member company any longer.

SECTION 11.5 Compensation. Except as provided herein, officers shall receive no compensation for their services as officers.

SECTION 11.6 Chairman. The office of Chairman of the Corporation shall be filled automatically by the immediate past President. No vote of the Directors or the Members shall be required. It shall be the duty of the Chairman to:

(1) Act as mentor to the President and attend all meetings of the Board and of the Members and to act as Chairperson of the Board.

(2) Verify the Corporation is in accordance with policies established by the Board to achieve the objectives for which the corporation was organized.

(3) Delegate adequate authority to enable the Board to carry out their responsibilities and authorities; ensure that their responsibilities and authorities are defined in writing and clearly understood.

(4) See that the Bylaws of the Corporation are observed and followed.

(5) Keep the Board adequately informed of all matters of significance.

(6) Perform such other duties as from time to time may be assigned by the Board.

SECTION 11.7 President. It is the intention of the Corporation that the position of the President will be used to provide a successor to the Chairman upon completion of the Chairman's term of office. The objective of this position is to familiarize the Chairman's successor with the responsibilities of the Corporation's highest office and to provide a measure of continuity in its program. A vote of the Directors shall be required to elect the President. It shall be the duty of the President to:

(1) Act as CEO and preside over all meetings of the Board and the Members, and direct all operating activities of the Corporation. Perform the duties of the Chairman in the absence of the Chairman...

(2) Prepare or have a committee prepare an annual program outline concerning the development and improvement of the Corporation's services. This program outline, which shall incorporate the annual program outline, shall be submitted to the Board for approval or modification at a board meeting. It is to serve as a guideline for the activities of the Corporation and Regions for the following year.

(3) Analyze and appraise regularly the effectiveness of all operations to see that Corporation policies are observed and take corrective action as needed.

(4) Constantly seek improvements in the Corporation and service to its Members.

(5) Develop coordination, cooperation and understanding among all persons holding off ice in the Corporation, including directors and committee persons.

(6) Through the direction of efforts of fellow officeholders and personal initiative develop proposals for policies and activities which will encourage new membership and improved services to existing Members of the Corporation.

(7) Review the Quarterly financial forecast and budget as prepared by the Finance/Audit Committee and make appropriate suggestions; submit the budget to the Board for its approval.

(8) Review financial implications of dues increase recommended by the Secretary/Treasurer and present to the Board for its approval or disapproval

(9) Appoint the chairpersons and Members of committees as provided by the Bylaws, direct the chairpersons of committees, and coordinate the activities of all committees, analyze and appraise regularly the progress of committees to see that they are making suitable progress toward their authorized objectives, and keep the Board adequately informed on all matters of significance pertaining to committee activities.

(10) Perform such other duties as from time to time may be assigned by the Board.

(11) Except in those instances in which the authority to execute is expressly delegated to another officer of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Corporation any contracts or other instruments which the Board has authorized to be executed. Such execution may be accomplished either with or without the seal of the Corporation, and either individually or with the Secretary/Treasurer.

(12) Make an annual report showing the condition of the affairs of the Corporation at the annual membership meeting. A copy of the report, including annual reviewed financial statements, will be made available to each Member of the Corporation upon request.

13) At the annual meeting, a summary of the Association financial stability will be presented to the attendees of the annual meeting and will be made available to each member company upon request.

14) Advise all officers and Directors of their election or appointment

In the absence of the President, or in the event of the President's inability or refusal to perform, the duties of the President shall be performed by the Executive Vice President. When performing the duties of the President, an Executive Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.

SECTION 11.8 Secretary/Treasurer. The Secretary/Treasurer serves as the secretary of the Corporation and as the chief financial officer of the Corporation. A vote of the Directors shall be required to elect the Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to:

(1) Review the minutes of all meetings prior to the distribution to the Members and the Board. File with the Board, and insert in the minute book of the Corporation, copies of minutes of all meetings of the Members and the Board, which copies shall be filed within 50 days of each such meeting. The writing of the minutes may be delegated to the Executive Director or any other officer.

(2) Maintain, or cause to be maintained through the Executive Director, a calendar record of dates on which various committees are required to take action.

(3) Be familiar with the Corporation's financial and investment policies and the accounting procedures, controls and financial reporting of the Corporation; consult with the President, Executive Director, and independent auditors on such matters; and act in an advisory capacity to the Board on such matters.

(4) Establish policies for providing adequate and timely financial statements reflecting the results of the Corporation's activities for submission quarterly to the Board, and annually to the membership.

(5) Advise the Board of causes for significant variances from budgeted revenues and expenses on a quarterly basis. Such information shall be obtained from the Executive Director, President or other parties concerned.

(6) Develop a plan for investing the Corporation's surplus funds and periodically determine that the plan is in effective operation. Such plan shall be approved by the Finance/Audit Committee before it is implemented.

(7) Determine that adequate safeguards over the Corporation’s assets exist in the system of internal accounting controls.

(8) Be a member of the Finance/Audit Committee; supervise the preparation of the annual financial forecast and budget; present them to the President for subsequent presentation to the Board for their approval or modification.

(9) Determine adequacy of current and long run financial policies regarding dues and other revenue sources and make recommendations to the President for changes deemed necessary.

(10) Provide for adequate documentation of financial and accounting policies and insure that they are understood by administrative employees of the Corporation.

(11) Supervise the collection and deposits of all monies in a bank to be designated by the Board, all subject to full control and order of the Board of the corporation.

(12) Supervise the keeping of an approved set of records of all receipts and all expenditures for the purpose of providing such financial accounting as is required by the President or Board at least once each year at an annual meeting thereof, or at any time as may be fixed by Bylaws or designated by the President or the Board.

(13) Assure that any necessary income tax reports are filed as may be required by law for a non-profit corporation.

(14) Arrange financial records to conform to the fiscal year of the Corporation.

(15) Perform such other duties as from time to time may be assigned by the President or the Board.

SECTION 11.9 Executive Vice President . It shall be the duty of the Executive Vice President to:

(1) Assist and advise the President in the formulation and administration of Corporation

policies.

(2) EVP should be part of the Finance committee and Chair the Audit Committee.

(3) Perform such other duties as from time to time may be assigned by the President or the Board.

ARTICLE 12

Committees

SECTION 12.1 Standing Committees. The President, with the approval of the Board, shall appoint the chairperson and members for the following Standing Committees from the Members of the Corporation, whose duties shall be determined by the Missions, Purposes, and objectives of the Corporation as approved from time to time by the Board:

(1) Membership Committee;

Membership Chairman - It shall be the duty of the Membership Chairman:

(a) Develop and implement a strategic plan to grow membership

(b) Report growth or decline to the Board

(2) Communication Committee;

This Committee Chair should be appointed by the President

(3) Event Committee;

This Committee should chaired by the Executive Director or appointed by the President and Chairman.

(4) Such other committees deemed necessary from time to time by the Board.

SECTION 12.2 Special Committees. The President, with the approval of the Board, shall appoint the chairpersons and members of the following Special Committees (except that the immediate past Chairman shall automatically be a member of the Nominating Committee and serve as its chairperson) from the Members. The duties of these committees shall be to organize and supervise the operation of the Corporation as directed by the Board.

(1) Bylaws/Planning committee;

(2) Audit Committee;

The EVP should be the chair of this committee and the Secretary/Treasurer is a member of this committee

This committee will also share some of the Duties with the Secretary/Treasurer positions to help spread this workload.

(3) Personnel Policy & Selection Committee

This Committee should be the Executive Board and report back to the Board of Directors for Final vote on all personnel related issues and contracts for the Executive director position.

(4) Nominating Committee.

The Nominating Committee shall select candidates for President and candidates for Secretary/Treasurer. The Nominating Committee shall review the recommendations of the Executive Vice Presidents. The Nominating Committee shall make its recommendations regarding candidates for office to the Board, which will then make its recommendations regarding candidates for office to the Service Company Members (except with respect to President and Secretary/Treasurer) for approval.

The chairperson of each committee shall submit periodic progress reports to the President concerning the accomplishments and activities of such committee.

SECTION 12.3 Ad Hoc Committees. The Chairman may appoint such Ad Hoc Committees with the approval of the Board as may be deemed necessary to accomplish the objects and purposes of the Corporation. Any such committee shall be disbanded upon completion of its objectives; provided, however, it shall not exist beyond the next annual meeting unless renewed by the Board.

SECTION 12.4 Ex-Officio Member. The Chairman shall be an ex-officio member of all committees of which he/she is not a regular member.

SECTION 12.5 Reimbursement. Any officer or committee shall be entitled to claim any just out-of-pocket cash disbursement for postage and other disbursements necessary in carrying out the duties of their office. Receipts are required to be submitted to get reimbursed for these expenses. In the event of any special assignment requiring any expenditure in excess of $50 they shall first seek the approval of the President.

All payments shall require the documented approval from the Secretary/Treasurer and one other Officer of the corporation. These payments need to be coordinated and agreed to prior to any disbursement of funds.

Nothing contained herein shall apply to the aforementioned expenses where a budget has been set and approved.

ARTICLE 13

Executive Director

SECTION 13.1 Executive Director. An administrator or contractor, herein referred to as the Executive Director, may be hired by the Board in conjunction with recommendations of the President, who shall present a proposed contract of hire prepared with the advice of the Corporation's legal counsel.

The Board may at any time between annual meetings and upon advice from the President or at the request of the Executive Director and approval by the Board exercise its authority to make changes in the location of the office of the Executive Director as may be deemed advisable in the interests of the Corporation and the Members.

1)The President shall maintain this positions job expectations, goals and results. The Board of directors will vote on this position description and rolls and responsibilities on an annual basis.

SECTION 13.2 Duties. The Executive Director's duties shall be set by the Board, but in any event shall include the following:

(1) Upon instruction of the President, prepare the agenda of or any meeting of the Members or of the Board. Each agenda shall conform to the "Order of Business" set forth in the Bylaws.

(2) Serve as the collector of materials to be included in the agendas of meetings of the Board and/or the Members.

(3) Submit the agendas of meetings to the President for approval and then forward it to Directors and/or Members with the appropriate notice of meeting.

(4) Assure the safekeeping of the , insurance policies of the Corporation, and any and all such other documents and vital records as may affect the Corporation. Said items shall be kept at the Corporation's principal business office and entry and access to such items shall be gained only by the Chairman, the President, the Secretary/Treasurer, and the Executive Director.

(5) Expend the funds of the Corporation as directed by the Board and the President and retain all receipts for any and all expenditures so directed. Unless provided for in the budget of the Corporation, no expense exceeding $1,000 shall be incurred

without prior approval of at least one Director and no expense exceeding $2,000 shall be incurred without prior approval of at least two Directors. Expend funds as Directed by the Secretary/treasurer and President of the Corporation as well as funds approved to be expended by the Board of Directors.

(6) Cause the signature of the Secretary/Treasurer, the President, and the Executive Director to be registered at the depository as authorized to sign Corporation checks, any one of such signatures to be sufficient to cause any check to become legal.

SECTION 13.3 Authority. The Executive Director shall not bind the Corporation in any manner whatsoever beyond the acts approved by the Board.

SECTION 13.4 Non-member of Corporation. The Executive Director need not be a Member of the Corporation.

ARTICLE 14

Amendments

SECTION 14.1 The Board shall have the power to alter, amend, or repeal the Bylaws or to adopt new bylaws, provided such actions require the affirmative vote of two-thirds of all Directors voting with respect to such action.

SECTION 14.2 A proposed amendment to the Bylaws may be submitted by the Bylaws Committee to the Board. Any 10 or more Members in good standing may submit to the Bylaws Committee a proposal for an amendment to the Bylaws. All such proposals and presentations shall outline the names and addresses of the proponents when submitted to the Bylaws Committee. Upon receipt of a proposal for an amendment to the Bylaws, the Bylaws Committee shall review such proposal and then submit to the Board its recommendation regarding such proposal.

ARTICLE 15

Dissolution

Upon dissolution of the Corporation the net assets of the Corporation, after payment of existing liabilities and expenses of liquidation, shall be given to one or more qualified non-profit organizations to be determined by the Board.

ARTICLE 16

Gender and Number

In the Bylaws, where the context admits, words in the masculine gender include the feminine and neuter genders, words in the singular include the plural, and words in the plural include the singular.

END