

# **MID-SHORE NETWORKING**

## **BYLAWS**

### **ARTICLE I: NAME**

The name of this organization shall be Mid-Shore Networking (hereinafter referred to as “MSN”).

### **ARTICLE II: PURPOSE**

The purpose of MSN is to promote the economic development of local businesses on the Eastern Shore of Maryland by bringing together the resources of the business community in order to create and maintain a vital business climate with an enhanced quality of life for citizens, members of MSN, and their valued clients and customers.

### **ARTICLE III: MEMBERSHIP**

Section I: Composition: Membership shall consist of those who wish to promote their individual businesses, organizations, or agencies and who have an interest in furthering the mission of MSN. Membership shall be represented by one (1) member per business category, to be determined by the membership committee.

Section II: Payment of Dues: All members shall pay annual membership dues, which shall be set by the Board of Directors and received by the Treasurer. Special assessments for the activities of MSN shall be determined by the Events Committee and approved by a majority vote of the membership. Failure to pay renewal dues within thirty (30) days of billing may result in the forfeiture of the member’s position to a new member representing the same or similar occupational category.

Section III: Voting Rights: Each member in good standing shall have one vote upon any motion that comes before the MSN membership only as specified in these Bylaws herein. A member may vote by proxy for any such motion. Any proxy shall be designated (1) in writing and signed by the delegating member, or (2) by way of a valid electronic mail communication sent by the delegating member to the proxy.

### **ARTICLE IV: ETHICS**

All MSN members shall at all times (i) be in good standing in their representative industry, (ii) be in compliance with all legal requirements for their industry, and (iii) act in good faith in their relationships with their clients and other MSN members.

### **ARTICLE V: MEEETINGS OF THE MEMBERSHIP**

Section I: Weekly meetings: Member meetings shall be held weekly unless otherwise determined by the Board of Directors and approved by a majority vote of the members.

Section II: Attendance: Members, or a substitute in their place and stead, shall be required to attend all weekly meetings. Failure of the Member or of the Member’s

substitute to attend eighty percent (80%) of all meetings held shall be grounds for termination of membership, to be determined by the Secretary at the end of each quarter and reviewed by the Board. Termination of the membership of any such member shall be in the sole and absolute discretion of the Board of Directors.

Section III: Quorum: A quorum for the annual membership meeting shall be two-thirds (2/3) of the membership presentin.

Section IV: Code of Conduct: For and during any MSN meeting:

- A. Members shall not discuss other businesses that would be in competition with any member(s);
- B. Members shall act and dress in a professional manner;
- C. Members may bring a guest whose business or industry does not represent competition to any existing member(s);
- D. Members shall refrain from bringing children, pets, or other disinterested person(s) to any MSN meeting.

## ARTICLE VI: OFFICERS

Section I: Service: The officers of MSN shall be the Chair Person, Vice Chair Person, Secretary, and Treasurer. An officer is elected for a term of one year and may not serve more than two (2) consecutive terms in each position.

Section II: Chair Person: The Chair Person shall preside at all general meetings, meetings of the Board of Directors, make special appointments, and shall generally perform such other duties as may be prescribed by these Bylaws or assigned by the Membership Committee of MSN.

Section III: Vice Chair Person: The Vice Chair Person shall act as the Chair Person Elect and shall perform the duties of the Chair Person in the event of his or her absence or inability to perform such duties. The Vice Chair Person shall act as the key contact for mediating staff, committee, or grievance issues. The Vice Chair Person shall preside over a general meeting of MSN at least once per month.

Section VI: Secretary: The Secretary shall be responsible for the minutes of the weekly meetings and shall ensure that they become a permanent part of the Minute Book of MSN. The Secretary shall also notify the Board of Directors concerning members who have failed to attend the required amount of weekly meetings as set forth in Section II of Article V of these Bylaws herein.

Section V: Treasurer: The Treasurer shall provide oversight of MSN's solvency and financial health, and shall ensure that all financial records of MSN are in good order. The Treasurer shall coordinate with a Certified Public Accountant (C.P.A.), such C.P.A. to be determined by the Board of Directors, to ensure the timely filing of all required county, state, and federal tax forms and returns. Furthermore, the Treasurer shall oversee and provide to the membership, at least monthly, a full and accurate accounting of receipts and expenditures, monitor all disbursements, and present a financial report, at least once

monthly, to the membership and/or whenever requested by the Board of Directors.

Section VI: *Executive Director*: An Executive Director may be installed at any time in the sole and absolute discretion of the Board of Directors. The Executive Director may be compensated in such manner and in such amount(s) as the Board of Directors may, from time to time, determine, in its sole and absolute discretion.

#### ARTICLE VII: ELECTION, REPLACEMENT, AND REMOVAL OF OFFICERS

Section I: *The Nomination Process*: The solicitation of nominees for service as an officer of MSN shall be made by a Nominating Committee, to be determined by the Board of Directors and approved by a majority vote of the members, in writing to each member, by the time set forth for such nomination(s) by the Board of Directors.

Section II: *Election of Officers*: Officers shall be elected annually by a majority vote of the membership in the fourth quarter of the year or at a time otherwise set forth by the Board of Directors during a particular year.

Section III: *Service*: Officers of MSN shall serve for a period of one year, or until their respective successors are elected and serve.

Section IV: *Officer Vacancies*: Any Officer may resign at any time by delivering his or her resignation in writing to the Chair Person. When an officer or director serves less than his or her full term of office, the Nominating Committee shall initiate the nomination and appointment of his or her replacement who shall serve until the next election.

Section V: *Removal of Officers*: The Board of Directors may, by unanimous vote, ask for the resignation of any Officer who fails to attend, or who fails to have a substitute attend the required amount of weekly meetings as set forth in Section II of Article V of these Bylaws herein.

#### ARTICLE VIII: PARTNERSHIPS AND COMMITTEES

Section I: *Partnerships and Standing Committees*: The Chair Person may recommend, subject to the approval of the full membership by majority vote, the creation of committees and/or partnerships as may be necessary and appropriate to facilitate the mission of MSN. Each member shall serve on a committee.

Section II: *Committee Chairpersons*: Each committee will select its own chairperson and report its activities to the Officers.

Section III: *Vacancy and Removal of Committee Members*: Vacancies created by committee members shall be filled by the Committee Chairperson and approved by the Board of Directors.

Section IV: *Board of Directors*: The Board of Directors shall be comprised of the four

officers of MSN, and a Membership Representative. All five (5) members shall be present to conduct Board of Directors business. The Board of Directors shall have the authority to deal with any matter referred to it by the Chair Person or as specified in these Bylaws herein. Reports of Board of Directors meetings shall be made to the members at the subsequent weekly meeting.

#### ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership attending the annual meeting of MSN at which a quorum is present, provided that the proposed amendment shall have first been approved by the unanimous vote of the Officers. Any proposed amendment to the Bylaws shall be submitted in writing to each member, postmarked or electronically delivered at least ten (10) days before any such meeting.

#### ARTICLE X: PROCEDURES AND PARLIAMENTARY AUTHORITY

Section I: Under the heading of “new business”, any member may present a matter which is believed to be of concern to MSN. The MSN membership may not take final action upon any matter involving a question of policy or work to be done until the proposal is brought to the attention of the Officers.

Section II: The rules contained in Robert’s Rules of Order Newly Revised 10<sup>th</sup> Edition shall represent a guide to MSN in all events. Notwithstanding the foregoing, in the event of any inconsistency between Robert’s Rules of Order Newly Revised 10<sup>th</sup> Edition and the Bylaws of MSN, the Bylaws of MSN shall control.