CODE OF AMENDED & RESTATED BY-LAWS

OF

NORTHSIDE NETWORKING, INC.

ARTICLE I Identification

- <u>Section 1.01 Name</u>. The name of the corporation is NORTHSIDE NETWORKING, INC., hereinafter referred to as the "Corporation" or "NNW", is an Indiana nonprofit corporation organized effective the 1st day of August, 2014.
- <u>Section 1.02 Place of Keeping Corporate Books and Records</u>. The books of account, records, documents and papers of the Corporation shall be kept at any place or places within or without the State of Indiana as directed by the Board of Directors ("Board"). In the absence of a direction, the books of account, records, documents and papers shall be kept at the principal office of the Corporation (see Article VIII).
- <u>Section 1.03 Fiscal Year</u>. The fiscal year of the Corporation shall be the calendar year until such time as changed by resolution of the Board of the Corporation.
- <u>Section 1.04 The Purpose.</u> The corporation is organized for the purpose of promoting the personal and professional growth of our members through education and fellowship, adhering to our code of ethics and service to the local community; and developing a reliable business referral community through the recruitment of trustworthy, competent and committed individuals from each business arena.

ARTICLE II Membership

- <u>Section 2.01 Membership Class:</u> There shall be one class of members. Members shall be selected on the basis of character and professionalism in order to promote the purpose of the corporation.
- <u>Section 2.02 Age:</u> No person under the age of eighteen (18) years shall be eligible for membership in this corporation.
- <u>Section 2.03 Charter Members:</u> Charter membership has been conferred upon the following individuals: Deb Clark, Tim Dages, Steve Farmer, Dr. Pamela Grant (inactive), Gail Rubisch-Hawkey, Keith Ingram, Jennifer Johnson, Joe Kalil, Kelly Keene, Paul Roberts (inactive), Laura Rowe, and Lynn Yates (inactive). These members are exempt from paying the \$50.00 one time enrollment fee.
- <u>Section 2.04 Membership Transfer:</u> Membership is personal to the member and cannot be transferred or assigned. If a member leaves for any reason their position in the group is open to another individual in the same profession.

Section 2.05 New Candidates: All candidates for election in NNW proposed in writing by a member of NNW in good standing. The proposed member shall submit an application for membership containing two (2) business references of good character, in addition to their name, occupation and address. The name of the person seeking membership shall be emailed to the Membership as a whole, and the Members may comment on the proposed member for at least five (5) days prior to action of the Membership Committee. Any adverse comments by a member regarding a proposed member shall be weighed in the acceptance of a candidate for membership. If accepted by the membership, the election of new members shall be completed by the Membership Committee after verification of the prospective member's references of good character.

Section 2.06 Notice: Notice shall be sent to each candidate, along with a copy of these Bylaws and any other rules or procedures then in existence, and a request for payment of dues. Payment of dues shall be deemed an agreement to abide by the bylaws and rules of NNW (See "Membership Rules of Northside Networking, Inc., attached hereto as "Exhibit A"). Failure to make payment of dues by any candidate on the date fixed by the Board may render his or her election null and void by the discretion of the Board.

Section 2.07 Weekly Meetings: Members shall at weekly meetings have the opportunity to present 60-second statements of their business activity and areas of related concern. On a rotating basis, Members shall present a 10-minute in-depth presentation about their business. At each meeting, Members shall be invited to give referrals or make announcements regarding business matters of interest to the membership, or invite participation in charitable, educational or public interest events. No member shall solicit or recruit for their business or any multi-level marketing program. The purpose of 60-second and 10-minute presentations shall be for the purpose of promoting member's own business, services, or products.

<u>Section 2.08 Approval:</u> Once approved, a member shall have exclusive right to represent his or her business arena, and a Member may block the election of a proposed candidate for membership if the candidate's business arena competes with or overlaps a Member's business or occupation, or any other reason.

Section 2.09 Termination of Membership: Membership in NNW may be terminated by the Board: (a) by a Member's voluntary resignation tendered in writing, addressed to the President; (b) for failure to pay dues as provided herein; (c) by termination of membership for cause by the Board.

<u>Section 2.10 Paid Dues For Resigning Members:</u> Any dues paid by a resigning or terminated member in advance and not yet accrued shall be refunded to him or her by the Treasurer within thirty (30) days of notice of termination or resignation. Any person resigning must request in writing their prorated unused dues.

Section 2.11 Charging of a Member: At any time a member may be charged, in writing, with conduct injurious to the order, peace, interest, or welfare of NNW, or at variance with its bylaws or rules. Such allegation shall be submitted in writing to the President, who will bring the charge before the Board for review. The Board shall inform the member thereof in writing, furnishing a copy of such charge, and giving the member at least five days' notice to appear before the Board to respond to the accusation. If the charged member fails to respond to notice, and upon

inquiry the Board shall be satisfied with the truth of the charge, they may terminate his or her membership. What constitutes misconduct shall be solely determined by the Board without appeal. No member shall be expelled or suspended except upon two-thirds (2/3) vote of the Directors present at any meeting.

ARTICLE III Meetings of Members

<u>Section 3.01 Place of Meeting</u>. All meetings of members of NNW shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices.

<u>Section 3.02 Annual Meeting</u>. The annual meeting of the Members for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held in the month of August. Failure to hold the annual meeting during the designated time shall not affect the validity of any corporate action.

Section 3.03 Special Meetings. Special meetings of the Members may be called by the President, by the Board, or by the Members holding of record not less than one-fourth (1/4) of the Membership on the business proposed to be transacted; and shall be called by the President at the request in writing of a majority of the Board or Members if a majority of all the members eligible to vote on the business for which the meeting is being called. Any request for a special meeting of the Members shall state the purpose or purposes of the proposed meeting.

<u>Section 3.04 Record Date</u>. The Board may fix a record date, not exceeding ten (10) days prior to the date of any meeting of Members, for the purpose of determining the Members entitled to notice of and to vote at such meeting. In the absence of action by the Board fixing a record date as herein provided, the record date shall be the fifth (5^{th}) day prior to the date of the meeting.

Section 3.05 Notice of Meeting. A written or printed notice, stating the date, time and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, mailed or e-mailed by the Corporation to all the Members entitled to vote, at such address as appears upon the records of the Corporation, no fewer than ten (10) days and no more than thirty (30) days before the meeting date. However, notice of a meeting at which (I) an agreement of merger or exchange, or (ii) the sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property in other than the usual and ordinary course of business is to be considered, shall be delivered or mailed to all Members of record, whether or not entitled to vote, no fewer than ten (10) days and no more than thirty (30) days before the meeting. Notice of any such meeting may be waived in writing by a Member, before or after the date and time stated in the notice, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting, in person or by proxy: (a) waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to consideration of the matter when it is presented.

<u>Section 3.06 Participation in Meetings</u>. Any Member may participate in an annual or special meeting of the Members by, or through the use of, any means of communication by which all Members participating may simultaneously hear each other during the meeting. Participation by such Member by this means shall be deemed to equivalent to attendance in person at such meeting.

Section 3.07 Voting at Meetings.

- (a) <u>Voting Rights</u>. Except as may be otherwise provided in the Articles of Incorporation, every Member shall have the right at all meetings of the Members to one (1) vote.
- (b) <u>Proxies</u>. A Member entitled to vote at any meeting of Members may vote either in person or by proxy. For purposes of this section, a proxy granted by any document transmitted electronically for or by a Member shall be deemed "executed in writing by the Member." The general proxy of a fiduciary shall be given the same effect as the general proxy of any other Member. No proxy shall be valid after eleven (11) months from the date of this execution unless a longer time is expressly provided therein.
- (c) <u>Quorum</u>. At any meeting of Members, a majority (51%) of the Members who may vote on the business to be transacted at such meeting, represented there at in person or by proxy, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business at the meeting, unless a greater number is required by law, the Articles of Incorporation or the code of By-Laws. In case a quorum is not present at any meeting, the majority of Members so present in person or by proxy may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present or represented. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled.
- (d) <u>Voting Lists</u>. The Secretary of the Corporation shall make, at least five (5) days before each election of Directors, a complete list of the Members entitled by the Articles of Incorporation to vote at such election, arranged in alphabetical order, with the Member's address, which list shall be on file at the principal office of the Corporation and subject to inspection by any Member at any time during usual business hours for a period of five (5) days prior to such election. Such list shall be produced and kept open at the time and place of election and subject to the inspection of any Member during the holder of such election. The current member list, or a duplicate, shall be the evidence as to who are the Members entitled to examine such list or to vote at any meeting of the Members.

<u>Section 3.08 Action Without a Meeting</u>. Any action which may be taken at a Members meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by all Member entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE IV Board of Directors

<u>Section 4.01 Board of Directors Jurisdiction:</u> The Board shall have the power to manage all the affairs of NNW on any and all questions relating in any manner whatsoever, and to make all contracts necessary for the proper transaction of all business. It shall have jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of NNW and it finances.

<u>Section 4.02 Transaction of Business:</u> The Board shall meet for the transaction of business quarterly following the regular meeting of the members and also at any other time, provided written notice shall be given to each member of the Board before the time appointed for said meeting.

<u>Section 4.03 Full Report of Proceedings:</u> At the annual meeting of NNW in August of each year, the Board shall make full report of their proceedings during the preceding fiscal year, and recommend such measures as they may deem advisable.

<u>Section 4.04 Filling Vacancies:</u> The Board may fill any vacancy among the Officers or Directors by a vote of the majority of those present at a regular quarterly meeting of such Board, such election to be for the unexpired term.

<u>Section 4.05 Absent From Meetings:</u> Any member of the Board who shall be absent from three consecutive quarterly meetings of such Board, unless at the next quarterly meeting an excuse for the absence is presented to and is satisfactory to the President, shall be deemed to have resigned as a member of said Board and cease to be a member thereof.

Section 4.06 Resolution: In no case where a resolution has been passed at a meeting of the Board affecting the relations of any member of NNW toward NNW shall such resolution be reviewed as a subsequent meeting without notice in writing sent by the President to every member of the Board at least ten (10) days before the meeting that such previous action will be brought up for review or consideration.

Section 4.07 Board of Directors Specific Powers:

- (a) To admit applicants to membership and suspend and expel members by ballot. One adverse vote will exclude an applicant, and two-thirds vote of those of the Board present at a meeting will expel or suspend a member.
- (b) To make rules for the conduct of the members of NNW, and to fix and enforce penalties for the violation of the bylaws and rules.
- © To suspend or expel a member for any conduct in violation of the bylaws or rules, or improper or prejudicial to the interests of NNW.
 - (d) To prescribe rules for the admission of guests to the privileges of NNW.
 - (e) To call special meetings of NNW to consider special subjects.

- (f) To make, alter and amend the rules for their own government, and fix and enforce penalties for the violation of such rules.
 - (g) To prescribe additional duties for any of the officers, in addition to those herein set forth.

<u>Section 4.08 Size</u>. A Board consisting of a minimum of three (3) Directors and a maximum of five (5) Directors is hereby established. The number of directors may be changed from the initial number of directors to a number within the range herein established by resolution of the Board.

<u>Section 4.09 Management</u>. Except as otherwise provided in the Articles of Incorporation, the business, property and affairs of the Corporation shall be managed by the Board.

<u>Section 4.10 Annual Meeting</u>. The Board shall meet each year immediately after the annual meeting of the Members, at the place where such meeting of the Members has been held, for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 4.11 Other Meetings. Regular meetings of the Board may be held, without notice, at such time as may from time to time be fixed by resolution of the Board. Special meetings of the Board may be called at any time by the President or the Executive Director, and shall be called on the written request of any member of the Board. Notice of such a special meeting shall be sent by the Secretary to each Director at his or her residence or usual place of business by letter or e-mail, at such time that, in regular course, such notice would reach such place not later than during the second day immediately preceding the day for such meeting; or may be delivered by the Secretary to a Director personally at any time during such second preceding day. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and notice may be waived (either before or after the time of the meeting) by absent Directors, either by written instrument or e-mail. Such meeting may be held at any place within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

<u>Section 4.12 Participation in Meetings</u>. Any or all Directors may participate in a meeting of the board or committee of the board by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

<u>Section 4.13 Action Without a Meeting</u>. Any action which may be taken at a Board of Director's meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken.

<u>Section 4.14 Quorum</u>. A majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to constitute a quorum of the transaction of any business except the filling of vacancies, and the act of the 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 law, the Articles of Incorporation, or the Code of By-Laws.

Section 4.15 Election, Term of Office and Qualification. Directors shall be elected at each annual meeting of the Members. Directors shall be elected for a term of one (1) year and shall hold office until their respective successors are elected and qualified. No decrease in the number of Directors at any time provided for by the Code of By-Laws shall have the effect of shortening the term of any incumbent Director.

<u>Section 4.16 Removal</u>. Any Director may be removed, either with or without cause, as provided by law, at any special meeting of the Members or at any meeting of the Board.

<u>Section 4.17 Vacancies</u>. Any vacancy occurring in the Board, caused by removal, resignation, death or other incapacity, or increase in the number of Directors, may be filled by a majority vote of the remaining members of the Board, until the next annual or special meeting of the Members. Members shall be notified of any increase in the number of Directors and of the name, address, and principal occupation of any Director elected by the Board to fill any vacancy, in the next mailing sent to the Members following any such increase or election. If the vote of the remaining members of the Board shall result in a tie, such vacancy shall be filled by vote of the Members at a special meeting called for the purpose.

Section 4.18 Compensation of Directors. The Board is empowered and authorized to fix and determine the compensation of the Executive Director. Until such time as the Board shall choose to act in this matter, members of the Board, with the exception of the President, shall receive no compensation for acting in such capacity. The President shall receive a fifty percent (50%) discount on the regular fee that is extended to all other members, as compensation for his/her service.

ARTICLE V The Executive Committee

Section 5.01 Executive Director. Jennifer Johnson shall be the Executive Director of NNW. If Jennifer Johnson is unable to act as Executive Director then another candidate will be chosen by the Board. The position of Executive Director shall be responsible for corporate networking and marketing for NNW. The Executive Director shall also set up new networking groups while maintaining the groups that are already participating. The Executive Director shall be responsible for reporting her activities, from time to time, to the Board. The Executive Director shall be compensated based upon a formula that is to be determined by the Board.

<u>Section 5.02 Designation of Executive Committee</u>. The Board may, by resolution, designate two or more of its number to constitute an Executive Committee. The Board shall have the power at any time to increase or decrease the number of members of the Executive Committee, to fill vacancies, to change any member thereof, and to change the function or terminate the existence thereof.

Section 5.03 Power of the Executive Committee. During intervals between meetings of the Board, and subject to such limitations as may be required by law or by resolution of the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except that the Executive Committee shall not have authority to (I) amend the Articles of Incorporation or the Code of By-Laws, (ii) approve a plan of merger or consolidation, or (iii) recommend to the Members a voluntary dissolution or a revocation thereof.

Section 5.04 Meetings; Procedures; Quorum. Regular meetings of the Executive Committee may be held, without notice, at such time and place as it may fix by resolution. Special meetings of the Executive Committee may be called at any time by any member. Notice of such a special meeting shall be sent to each member of the Executive Committee at his residence or usual place of business by letter or e-mail, at such time that, in regular course, such notice would reach such place not later than during delivered to a member personally at any time during such immediately preceding day. Notice of any such meeting need not be given to any member of the Committee who has waived such notice, either in writing or by e-mail, arriving either before or after such meeting, or who shall be present at the meeting. Any meeting of the Committee shall be a legal meeting, without notice thereof having been given, if all the members of the Committee who have not waived notice thereof in writing or by e-mail, shall be present in person. A majority shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at a meeting at which act of the Executive Committee. Members of the Executive Committee shall act only as a Committee, and the individual members shall have no power as such. All minutes of meetings of the Executive Committee shall be submitted to the next succeeding meeting of the Board for approval; but failure to submit the same or to receive such approval thereof shall not invalidate any completed or uncompleted action taken by the Corporation upon authorization by the Executive Committee prior to the time at which the same shall have been, or were, submitted as above proved.

ARTICLE VI Officers of the Corporation

<u>Section 6.01 The President:</u> The President shall run the weekly meetings of NNW in a timely and pleasant manner by following the meeting agenda that is provided. The Present shall also attend all Board meetings unless unable and then the Vice President will be sent in the President's place.

<u>Section 6.02 The Vice President:</u> The Vice President shall perform all duties incumbent upon the President during the absences or disability of the President, and perform such other duties as these By-Laws may require or the Board may prescribe from time to time. The Vice President shall be charged with the enforcement of the rules promulgated by the Board.

<u>Section 6.03 The Secretary:</u> The secretary shall keep the minutes and other official reports of NNW Board; and shall keep all records, books, documents and papers relating to NNW in such place as shall be designated by the Board; and shall perform such other duties as may be assigned by the direction of the Board.

Section 6.04 The Treasurer: The Treasurer shall keep account of all money received by NNW and deposit same in the name of NNW as shall be designated by the Board; and shall not pay out or disburse any of the money of NNW except in such manner and for such purposes as shall be approved by the proper officers of NNW, whose approval shall be authorized by motion or resolution of the Board. The Treasurer shall not be responsible for money or funds NNW paid out or disbursed upon checks which have been properly signed and countersigned. At each quarterly meeting of the Board the Treasurer shall make statement of the financial condition of NNW, and at the annual meeting of NNW the Treasurer shall submit to the Members a detailed report of the financial condition of NNW for the proceeding for that fiscal year.

<u>Section 6.05 Assistant Officers</u>. Assistant Officers as the Board shall from time to time designate and elect, shall have such powers and duties as the officers whom they are elected to assist, shall specify and delegate to them and such other powers and duties as these By-Laws or the Board may prescribe. For example, an Assistant Secretary may, in the event of the absence or disability of the Secretary, attest to the execution by the Corporation of all documents.

<u>Section 6.06 Delegation of Authority</u>. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director, temporarily, provided a majority of the entire Board concurs therein.

ARTICLE VII Records and Execution of Documents

Section 7.01 Required Records.

- (a) The Corporation shall keep as permanent records minutes of all meetings of its Members and Board, a record of all actions taken by the Members or Board without a meeting, and a record of all actions taken by a committee of the Board in place of the Board on behalf of the Corporation.
 - (b) The Corporation shall maintain appropriate accounting records.
- (c) The Corporation or its agent shall maintain a record of its Members, in a form that permits preparation of a list of names and addresses of all Members, in alphabetical order.
- (d) The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
 - (e) The Corporation shall keep a copy of the following records at its principal office:
 - (1) Its articles or restated articles of incorporation and all amendments to them currently in effect.
 - (2) Its bylaws or restated bylaws and all amendments to them currently in effect.
 - (3) Resolutions adopted by its Board.
 - (4) The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three (3) years.
 - (5) All written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under I.C. §23-1-53-3.
 - (6) A list of the names and business addresses of its current directors and officers.
 - (7) Its most recent bi-annual report delivered to the Secretary of State under I.C. §23-1-53-3.

(f) A Member shall be entitled to inspect and copy any of the records described in subsection (e) in accordance with I.C. §23-1-52-2(a).

<u>Section 7.02 Execution of Contracts and Other Documents</u>. All contracts and agreements entered into by the Corporation and all checks, drafts and bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board or required by law, be signed by the Executive Director.

ARTICLE VIII Offices

<u>Section 8.01 Offices</u>. The principal office of the Corporation shall be located at 8930 Bradwell Place, Apt. 102, Fishers, Indiana. The Board may change the location of the principal office of the Corporation and may, from time to time, designate other offices within or as the business of the Corporation may require.

ARTICLE IX MEMBER BENEFITS

The media presence and/or logo of NNW shall be regulated by the members in good standing by majority vote. All members in good standing shall also have their business featured on the NNW website within (30) days of membership being granted. Active members in good standing shall receive the following benefits:

- (1) Exclusivity, weekly meetings with your own sales force and every other month or so the opportunity to present to the group.
- (2) Exclusive marketing on our webpage and Facebook for your business.
- (3) Discounted rates and access to marketing on internet television and radio.
- (4) Structured nonprofit industry exclusive networking that gives back to the community.
- (5) Discounted training, networking and vendor opportunities.
- (6) Scheduled informative and educational speakers as well as social events to connect us with the community.
- (7) Help to filter \$\$ to charitable organizations and causes.

ARTICLE X Amendments

The power to make, alter, amend or rep Corporation.	beal these By-Laws is vested in the Board of the
The foregoing CODE OF BY-LAWS of, 2016.	f the Corporation were duly adopted by the Board
	Jennifer Johnson, Executive Director
	Thomas R. Malapit, Jr., Corporate Counsel

"Exhibit A"

Membership Rules of Northside Networking adopted by the Board of Directors

Section 1.01Dues: Dues shall be paid by check, in a monthly installment of Thirty dollars (\$30.00) per month, to be paid on or before the fifth day of each month;

Membership shall be revoked for a member whose dues remain unpaid for thirty (30) days after the relevant due date; upon his or her termination, NNW may recruit and elect a new member to fill the vacated business arena of the terminated member.

<u>Section 1.02 Arrears:</u> Member(s) in good standing whose dues are not in arrears, shall be entitled to vote or hold office, or give presentation.

<u>Section 1.03 Membership Review:</u> An individual's Membership will be reviewed for conditional renewal, as of the member's annual anniversary date, by the Membership Committee. This evaluation shall take into account Member's contribution to NNW, using such measures of commitment as: a) regular attendance; b) number of referrals given and received; c) satisfactory performance and care in treatment of referred individuals; d) One-to-one contacts made; and e) the good opinion of fellow members.

<u>Section 1.04 Grievances:</u> Any member may present a grievance concerning business practices or conduct of a member, and the Board shall have sole responsibility for determining sanction or termination of membership upon its inquiry.

Section 1.05 Termination: Membership in this nonprofit corporation may be terminated by the Board: (a) by a Member's voluntary resignation tendered in writing, addressed to the President; (b) for failure to pay dues as provided in Section 1.02 of this Exhibit; (c) by termination of membership for cause by the Board.

Section 1.06 Resigning: Any dues paid by a resigning or terminated member in advance and not yet accrued shall be refunded to him or her by the Treasurer within thirty (30) days of notice of termination or resignation. A written request for a refund must be made.

Section 1.07 Charging of Members: If at any time a member is charged in writing addressed to the Executive Director, with conduct injurious to the order, peace, interest, or welfare of NNW, or at variance with its by laws or rules, the Board shall inform the member thereof in writing, furnishing a copy of such charge, and giving the member at least five days' notice to appear before the Board to answer. If the charged member fails to respond to notice, and upon inquiry the Board shall be satisfied with the truth of the charge, they may terminate his or her membership. What constitutes misconduct shall be determined by the Board without appeal. No member shall be expelled or suspended except upon two-thirds vote of the Directors present at any meeting.

<u>Section 2.01 Meeting Time and Location:</u> Weekly member meetings of NNW shall be held on the same day each week, depending on the group, and shall last one hour and fifteen minutes, at such location as selected by the President, from time to time.

<u>Section 2.02 Weather Policy:</u> NNW's weekly meeting shall be cancelled whenever attendance at local school districts has been cancelled. When there are no school cancellations but weather is severe, Members should take into account weather conditions where they live and make a decision putting their own safety first.

<u>Section 2.03 Tracking Referrals and Business Profits from Referrals:</u> Members shall keep the members of NNW "top of mind" whenever they have an opportunity to make a referral. Members shall report all profits made when referrals come to fruition. In this way, Members' contribution will be tracked for membership evaluation and strategic planning purposes.

Section 2.04 One-on-One Meetings: Members shall schedule individual meetings with other members to learn about the individual personally as well as their scope of business, both in order to build the NNW community and improve the probability of making connections between NNW Members. Each Member shall make an effort to meet with all NNW Members individually during the calendar year, and shall report the One-to-One activities as part of their contribution to the success of NNW.

<u>Section 2.05 Guests:</u> Members are encouraged to bring a guest to attend a weekly meeting as a method of recruiting people who will enhance the NNW community, provided the guest's business arena is not in competition with that of an existing member. If the Member wishing to invite a guest has any question as to competition or overlap, before issuing an invitation to a guest that member shall first obtain approval from the President/Executive. A member shall introduce his/her guest, who may give a 60-second description of his or her business activity, but may not seek referrals. Guests may attend two (2) weekly meetings at most.