

Hunterdon Network Associates

BYLAWS

Approved and Adopted on November 11, 2021
at a Regular Meeting of the Members

Hunterdon Network Associates

ARTICLE I -NAME

The name of the organization shall be Hunterdon Network Associates and will be referred to as HNA or “the organization” in these bylaws.

ARTICLE II -PURPOSE

Section 1: HNA is an organization of business persons dedicated to the ideals of bettering their respective careers through the interchange of business activities and professional contacts. Each occupational endeavor is represented by one member and conflicts of interest are disallowed.

Section 2: The basic goal of the organization shall be to enhance its members’ businesses and careers through the interchange and development of leads and not for pecuniary profit of the organization.

Section 3: A lead is defined as a contact arranged between two members, or between a member and a non-member, which could potentially lead to a business transaction for a member. The contact must be expecting a call; i.e., it must be a “warm” lead.

Section 4: The organization shall not be used in any way for political or charitable purposes nor shall it actively participate in the political candidacy of any person or cause.

ARTICLE III -MEMBERSHIP AND CLASSIFICATION

Section 1: (a) The membership of the organization shall consist of men and women of good character and community-standing, who participate in a valid business endeavor. Membership shall be owned only by individuals, not by corporations or other entities.

(b) The membership of the organization shall be composed of occupations listed on the official membership category list attached as Exhibit A and as may be amended by the Board from time to time. A member may control only one of these occupations, must work regularly in that occupation, and must have an appropriate level of experience. Any disputes as to areas covered by a membership category shall be decided by the Board of Trustees.

(c) Prospective members must attend at least one meeting and submit an application to the Secretary and the initial membership fee, which shall be refunded if the prospective member is not admitted to the HNA. Prospective members may not attend a third meeting until such time as the prospective member has filed an application for membership. The prospective member’s application for membership shall be voted on by the Board after notice and opportunity for comment by the membership as set forth below. There will be no voting by proxy or email. A majority vote of approval by all the Board members present is sufficient for membership approval so long as there is a Quorum as defined in Article VI.

(d) If the prospective member's application for membership is for an occupation category that has been vacant for at least three consecutive HNA member meetings, then the President shall inform the membership by email of the application that was received, that the Board will vote on the application at a Board meeting immediately after the next regularly scheduled membership meeting, and that all members are invited to stay for the Board meeting to provide any input they may have on the applicant. The President may, at his/her discretion, provide opportunity for members to comment on the application during the regular member meeting, without the applicant present. The President may also, at his/her discretion, include in his/her email announcing the application an opportunity for members to email their comments to the Board prior to the Board meeting. However, such emails should be sent only to the President and not to the HNA membership generally, out of respect for the professional reputation of the applicant. The President shall disseminate all comments received by email to the other members of the Board prior to the Board's vote. The Board shall consider the input received from the membership and vote by paper ballot on the prospective member's application at a Board meeting immediately following the regularly scheduled HNA member meeting, provided that there is a quorum of the Board.

(e) If an occupation category that was filled becomes vacant because an existing member has resigned, been terminated, or for any other reason, then the President shall announce the opening of the job category by email to the membership as soon as possible, and shall also announce the opening at the next regularly scheduled HNA member meeting. The announcement at the HNA member meeting is the formal announcement for purpose of calculating timing in this section. After the opening is formally announced at the HNA member meeting, the category shall remain open for at least two additional HNA member meetings before the Board votes on any prospective new member's application for that category. If two or more people submit member applications for the same category, the Board will advise the HNA members by email of all the applications that were received, that the Board will vote by paper ballot on the applications at a Board meeting immediately after the next regularly scheduled membership meeting, and that all Members are invited to stay for the Board meeting to provide any input they may have on the applicants. The President may, at his/her discretion, provide opportunity for Members to comment on the application during the regular member meeting, without the applicants present. The President may also, at his/her discretion, include in the email announcing the applications an opportunity for the members to email their comments on the applicants to the Board prior to the Board meeting. However, such emails should be sent directly and only to the President, and not to the HNA membership generally, out of respect for the professional reputations of the applicants. The President shall disseminate all comments received by email to the other members of the Board prior to the Board's vote. The Board shall consider the input received from the membership and vote by paper ballot on the prospective members' applications at a Board meeting immediately following the regularly scheduled HNA member meeting, provided that there is a quorum of the Board. The candidate receiving the plurality of votes will become the member.

(f) Memberships are nontransferable and cannot be sold.

(g) Occasionally, a slight overlap of occupations will occur and conflicts of interest will become apparent. In case of a conflict, the proposed member must write a letter or email outlining the specific areas covered by his or her category. The letter must then be considered by the Board of Trustees. The Board shall also solicit and consider the input from any existing member with whom there appears to be overlap or potential conflict between the proposed new member and existing member.

(h) If a member desires to change the category which he or she represents, the change of category shall be subject to a vote by the membership. A majority vote of approval by all the members present is sufficient for approval.

(i) The Board of Trustees has the right, but not the requirement, to allow a "Leave of Absence" to any member. Dues will continue to be due during the Leave of Absence. A majority vote by the Board of Trustees, after reviewing the member's participation in total, is required. Under exceptional circumstances, (e.g., a death in the family, unforeseen medical issues, or accident) a member may retroactively request a leave of absence. The "Leave of Absence" can be for up to three calendar months. It must be reviewed at that time. The Board may decline to allow a Leave of Absence or an extension of a Leave of Absence, and may, instead, offer the member the opportunity to re-apply for membership when the member believes they can fulfill the meeting attendance requirements if the occupation category has not been filled.

(j) Each member shall attempt to recruit at least one new member each calendar year.

(k) Any member may resign from this organization at any time. The resignation shall be submitted to the Board of Trustees and shall become effective upon receipt by the Board. Membership fees and quarterly dues are not refundable.

ARTICLE IV: MEMBERSHIP COMMITMENT

Section 1: Members shall make the following Commitment:

(a) Have a fellow member satisfy his or her business or personal needs whenever possible.

(b) Make a good faith effort to bring guests to meetings of the organization and refer at least one new member for the organization each year.

(c) Attendance at meetings is vital to the successful functioning of the organization. If a member is absent for more than (6) meetings in a rolling twelve month period, regardless of the reason other than an approved Leave of Absence, the Vice President (or other officer) shall notify such member of the attendance violation. The Board will then review the member's situation and determine whether to continue their membership. The discussion by the Board shall be confidential, except that the Trustees shall promptly notify such member whether such member's membership has been terminated. Alternates are not permitted for attendance purposes. A member may send another member of his profession to a meeting in

his/her place, however it will not count toward the member's attendance. Members cannot send a guest in his/her place that engages in the same profession as an existing member.

(d) A member arriving late or leaving early (defined as more than 15 minutes after the start of the meeting or prior to the end of the meeting) at a meeting will be counted as an absent for attendance purposes.

(e) Report any complaints to the President. If the complaining member and President do not agree upon a resolution, the President shall appoint a 3-person committee chaired by the immediate past-president to investigate the issue and report to the Board. If the President has a conflict of interest, then the immediate past-president shall appoint the other two members of the committee. If the immediate past-president has a conflict of interest, then another member of Board shall chair the 3-person committee. If all members of the Board have a conflict of interest then the Board and the complaining member shall attempt in good faith to agree upon a member who is not on the Board to chair the committee and to appoint the other members of the committee.

(f) Conform to these bylaws including as they may be amended from time to time.

Section 2: The Treasurer shall send invoices to the members for any amounts due for quarterly fees and other assessments. Payments are due within thirty (30) days of the date the invoice was sent to the member. The Treasurer may send reminder notices to any member who is late in paying any obligation, but is not required to do so. The Treasurer shall notify the Board of any member who has failed to make full payment within sixty (60) days of the date the invoice was sent to the member. The Board shall then advise the delinquent member that their membership will be terminated if the arrears are not paid within ten (10) calendar days. If full payment is not received within the ten (10) day period, the Board shall vote on termination of the member at a Board meeting following the next regularly scheduled HNA meeting. The delinquent Member may request the opportunity to explain the delinquency at that Board meeting. The foregoing timeframes may be shortened as appropriate where fees for special events and activities are required to be paid in less than thirty (30) days.

Section 3: (a) From time to time, the Board of Trustees shall review the individual active members based on the following criteria: regular timely attendance at member meetings, which is vital to the successful functioning of the organization, participation in activities, quantity and quality of leads provided, number of guests and new members generated, compliance with the members commitment under Section 1, and overall contribution to the success and development of the organization.

(b) At the discretion of the Board of Trustees, any member who, without excuse shall fail to regularly and timely attend member meetings, actively participate in the activities of the organization, generate a sufficient quantity and quality of leads, guests, or new members, or otherwise contribute to the success and development of the organization shall, at the direction of a majority vote of the Board of Trustees (quorum required) be terminated and shall be notified thereof in writing by the Secretary.

Section 4: The Board is authorized, as herein provided, to suspend or expel from membership any member of this organization for good cause.

Section 5: “Good Cause”, as used in this Section, means:

(a) Any conduct that brings the organization into public disrepute or violates the purpose for which this organization was created.

(b) Any willful failure or refusal to abide by the articles, bylaws, or rules of this Organization.

(c) Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these bylaws.

(d) Any willful failure or refusal to abide by the Commitment set forth in Article IV Section 1.

(e) Conviction or felony of any crime involving moral turpitude.

(f) Any conduct that causes any member to come into public disrepute.

(g) Any conduct unbecoming of a professional person, or which causes severe embarrassment, either personally or in the business community, to any other member.

(h) Any personal or professional misconduct of such a serious nature as to render his/her continued presence as a member of the organization personally or professionally obnoxious or detrimental to the other members of the organization.

(i) Any willful failure or refusal to pay any just debt to the Organization which is validly due and owing by such member.

Section 6: (a) For “suspensions,” all voting and other rights of the member during the term of his or her suspension are terminated. Such member shall not be relieved of any liability for payment of dues falling due or levied during the period of his or her suspension.

(b) For “terminations,” all rights and privileges of the subject member in the organization or in its property shall cease on his or her termination. Upon termination of a member’s membership for any reason, such member shall not be relieved of any liability for payment of dues accruing prior to termination.

ARTICLE V -OFFICERS

Section 1: The officers of the organization shall consist of a President, Vice President, Secretary, and Treasurer, who shall be elected annually. The President may not hold office for more than two consecutive terms or until his or her successor is duly elected or appointed as provided by these bylaws. In the event that any office other than the office of President becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by a member nominated by the President and approved by a majority of the Board of Trustees (quorum required).

Section 2: The President shall serve as the executive officer of the organization, preside at all meetings of the membership, be an ex officio member of all committees (except the Nominating Committee), exercise general supervision over affairs of the Organization, perform such other duties as are ordinarily incumbent upon a President, and shall report to the Board of Trustees.

Section 3: The Vice President shall perform such duties that are ordinarily incumbent upon the Vice President, shall preside at meetings of the membership and the Board in the President's absence, and perform such other duties as may be assigned by the President or the Board of Trustees.

Section 4: The Secretary shall (a) keep and maintain the minutes of the meetings of the Board of Trustees, (b) retain copies of all emails in the event of a Board discussion conducted by email, (c) keep an updated list of the members of the Organization and keep the mailing list on Constant Contact current, (d) take attendance at each meeting and keep the records of attendance, (e) keep a record of all leads generated by each member, (f) conduct and keep copies of all correspondence as may be required by the President or Board of Trustees, and (g) shall generally perform such duties that are ordinarily incumbent upon a Secretary.

Section 5: The Treasurer shall keep and maintain records of all financial actions of the organization which shall include all records of initial membership fees, dues, fines and all monies collected and disbursed. The Treasurer shall inform the Board of any member who is more than 30 days in arrears on any payment due as set forth above. The Treasurer shall prepare annual statements for the organization and generally perform such duties that are ordinarily incumbent upon a Treasurer. The Treasurer is responsible for filing any and all tax returns required to be filed with the Internal Revenue Service and State taxing authorities. Any income received by the organization shall be applied only for the purposes of the organization, and no part of the income shall benefit any trustee, officer or member.

ARTICLE VI -TRUSTEES

Section 1: The organization shall be governed by a Board of Trustees.

Section 2: The Board of Trustees shall consist of the President, the immediate past President, the Vice President, the Secretary, the Treasurer and two members at large to be elected by the membership. The President shall preside over the Board of Trustees and be the Chairman of the Board. In the event of a Trusteeship becoming vacant for any reason whatsoever, such vacancy shall be filled by a member nominated by the President and approved by a majority of the Board of Trustees (quorum required), and such appointee shall serve for the duration of the term of the individual being replaced. Each Trustee shall be an active member in good standing.

Section 3: The Board of Trustees shall have control and management of the organization's activities, determine all policies, and generally supervise the affairs of the organization.

Section 4: (a) The Board of Trustees shall meet at least monthly and at such other times as the President shall determine.

(b) Whenever feasible, the President shall notify the membership by email in advance of Board meetings of the issues to be discussed and advise that members are invited to attend the Board meeting. However, the Board may discuss sensitive or confidential matters in Executive Session with attendance limited to the Board of Trustees.

(c) A majority of the Board of Trustees shall constitute a quorum for the transaction of business. A majority vote of those present (quorum required) shall be necessary to give effect to any action of the Board. The President shall only vote in the event of a tie.

(d) The Board may vote on measures via email, providing the majority of the Board members agree to vote on the measure in that format. For such instances, the President will present (via email) the issue to the Board. The Board votes yea/nay on whether this can be voted on via email. If a majority approves, the vote may be taken by email. If a majority denies the motion, the Board must discuss the issue in an open Board meeting.

ARTICLE VII -INDEMNIFICATION OF TRUSTEES, OFFICERS, AND AGENTS

Section 1: Authority to Indemnify. The organization may, but is not under any requirement to, indemnify every Trustee, officer, employee and other corporate agent of the organization as defined in, and to the full extent permitted by, Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, as the same may be amended from time to time.

Section 2: Insurance. The Board of Trustees of the organization may, but is not required to, cause the organization to purchase and maintain insurance on behalf of any trustee, officer, agent, or member against any expenses incurred in any proceeding and any liabilities asserted against him or her in his or her capacity as the organization representative, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VIII -ELECTION PROCEDURE

Section 1: An election of officers and Trustees shall be held each year at the first regular meeting of the membership in December.

Section 2: Voting shall be by written ballot and shall not be cumulative. There shall be no voting by proxy, email, or absentee ballot.

Section 3: At the first regular meeting of the members in September, the President shall appoint a committee to be known as the Nominating Committee. This committee shall consist of any three (3) members at least one of whom shall be a Trustee and at least one of whom shall not be a Trustee. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and Trustees.

Section 4: At the first meeting in November, the Nominating Committee shall submit a list of nominees to the membership at a regular meeting. At the meeting following the Nominating Committee's submission of the list to the membership, nominations from the floor of a regular meeting of the members may be made for any office and when so made together with the list submitted by the Nominating Committee shall then be the list of nominees submitted to the members for an election of officers and Trustees.

Section 5: At the first meeting in December, the Secretary shall distribute, collect, and count the ballots and report the results to the membership. A majority of all votes cast shall be necessary to determine the choice of any officer or Trustee to be elected. In the event that any ballot does not show a majority for any nominee for any particular office or Trustee, a second ballot shall be held. In the second ballot, only the two (2) nominees receiving the highest number of votes in the first ballot shall be eligible. Prior to the second ballot the two (2) nominees receiving the highest number of votes in the first ballot shall have a speak-off; each such eligible nominee shall be allotted five (5) minutes.

Section 6: In the case of a vacancy in the office of President, the Vice President shall succeed to the office. In the case of a vacancy in the office of the Vice President, Treasurer, Secretary or other Board members, the vacancy shall be filled by a member nominated by the President and approved by majority vote of the Board of Trustees (quorum required).

Section 7: In the event, after election and prior to installation, of disability or inability of an officer-designate or Trustee, the vacancy shall be filled a member nominated by the President and approved by a majority vote of the Board of Trustees such time and and on such day and

place as shall be determined by the Board of Trustees.

Section 8: Only members in good standing shall be eligible to hold office and vote.

ARTICLE IX - MEETINGS

Section 1: The organization shall hold meetings starting in such format and at such time and at such day and place as shall be determined by the Board of Trustees. The meetings shall typically end no later than 9am.

Section 2: The annual meeting of the Organization shall be the first regular meeting in January. Newly elected officers will be installed at this time.

ARTICLE X -REVENUE

Section 1: Each member shall be responsible for the payment of the pro-rata share of the room cost of each meeting. The Board of Trustees may establish a quarterly “room fee” as an additional membership fee.

Section 2: Each applicant for membership in the organization shall pay an initial membership fee of \$200.00 with his/her application. The membership fee is nonrefundable unless the applicant is refused membership to the organization in which case it shall be immediately refunded to the applicant. Where an applicant for membership was previously a member of the organization and previously paid the initial membership fee, the Board shall have the discretion to waive the requirement that the member pay the membership fee again if such waiver is approved by a majority vote of the Board.

Section 3: From time to time, the Board of Trustees may institute additional membership fees after notice and opportunity for comment by the members. The membership shall be given advance notice by email of the Board meeting where the additional fees will be discussed and voted and shall have opportunity to attend such meeting.

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 indebtedness.

Section 5: The fiscal year of the organization shall be from January 1st of each year until December 31st of that same year.

Section 6: The amount of the initial membership fee, additional membership fee, and any additional amounts shall be as approved from time to time by the Board of Trustees, after notice and opportunity for member input as set forth in Section 3 above.

ARTICLE XI -COMMITTEES

Section 1: The Board of Trustees shall determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of the Organization.

Section 2: The Business Social Committee shall promote at least one outing per year with members, spouses, and guests. Under no circumstances shall the Organization sell liquor to members or guests. The Business Social may replace a meeting.

Section 3: The Publicity Committee shall promote the activities of the Organization through the media. The Publicity Committee shall also appoint a member of the Committee or the membership to maintain and update the organization's (a) webpage, (b) Facebook page, and (c) such other social media approved by the Board.

ARTICLE XII -INCENTIVES

Section 1: Rewards. At the discretion of the Board of Trustees, incentives may be approved from time to time. Incentives may be changed from time to time at the discretion of the Board.

ARTICLE XIII -MISCELLANEOUS

Section 1: Any person who is accepted for membership and joins the Organization shall be bound by these bylaws and subsequent changes.

ARTICLE XIV -AMENDMENTS

Section 1: Upon recommendation of the Board of Trustees, these bylaws may be amended by a two-thirds (2/3) vote of the active members present at any regular meeting of the members, a quorum being present. A quorum shall consist of a majority of the members of the organization. Written notice of the proposed amendment shall have been given to each member at least two (2) weeks prior to the meeting at which the vote will be taken. There shall be no voting by proxy.

ARTICLE XV -DISSOLUTION

Section 1: Upon dissolution or winding up of the affairs of this organization after the payment of all outstanding indebtedness of the organization, any remaining assets shall be distributed to a charity chosen by member vote.