



## BOARD OF DIRECTORS

### BYLAWS

Provisions of the Bylaws shall not be in conflict with the Membership Service Agreement.

#### Article I. Purpose

To control and capitalize on the membership & assets of the Marketing B.O.N.U.S Club business concept, this bylaw constitutes a membership organization and business agreement in the security of this business for the financial, education and advertising benefit of the Members, Club Services and Sponsors while advocating for fundamental principles and techniques of sound non-profit investment practices that will ensure the future advancement of Marketing B.O.N.U.S.

#### Article II. Meetings (Monthly-Meetings)

- Meetings will be held the fourth Saturday of each month and at other times as deemed necessary by board members. Meetings may be canceled or rescheduled by a majority vote of all board members present in a meeting at any given meeting. (Meetings can be in the form of a conference call or in person as deemed necessary)
- Time of meeting shall be determined by the board president/scheduling the meeting.
- During the month of January, the first meeting shall be held in conjunction with the regular business meetings, at which time new officers will be elected (if applicable) and a full and complete annual accounting of the financial condition of the club shall be made to the board members; any member at that time that wishes to withdrawal from being a member may do so at that time without penalty or termination.
- Special meetings may be called at any time by the Presiding Sponsor. Also, any Member may request a special meeting through the Presiding Sponsor, in writing. In all cases, special meetings shall be limited to the stated purpose, which must be communicated in advance to all Members. (presiding sponsor; i.e. one hosting or giving club financial support)
- A website tab marked “Board of Directors” shall list all Board Members and all Sponsors financial position with the club. (i.e. counted that there are sponsors with financial positioning within the club). Equally, all Board Members shall be present at any regular or special meeting in order for Sponsorship business to be conducted appropriately/ i.e., track, train, plan or discuss business opportunities. A majority vote of the Board Members present is needed to approve any Sponsorship business not otherwise specified in the bylaws herein.
- A majority of Board Members shall be present at any regular, special, or Annual Meeting before the election of officers or amendments to the Sponsorship Proposal Agreement or Membership bylaws. A majority vote of the Board Members present is needed to approve amendments to the Sponsorship Proposal Agreement or Board Bylaws, or to elect officers.
- Each Board Member shall have one vote in all matters
- Board Member must adhere to our conflict of interest policy which means, if a member knowingly works with a club Sponsor, investor and or club member to develop strategies or conduct any side business deals without prior written approval, and or a signed contract

agreement, they will be considered in violation of our “conflict of interest” policy and will also be considered for penalty & termination. Board Members are considered “team members” as long as they are residing members on our board. (Penalty is equal to full membership payment where no discount is provided for a board member in violation of our policy)

- The use of written proxies is hereby permitted for those Committee Members unable to attend any regular, special, or board retreats. A proxy vote will be counted when it pertains to a specific issue previously discussed by the Members.

### Article III. Positions and Duties

Initially all board members must adhere to specific duties as follows:

- *President:* Sets meeting dates and locations, appoints committees, presides over meetings, sees that the resolutions passed by the Board Members are carried out, and works to develop the board members and sees to it that their positions are appropriately carried out.
- *Standing President:* Acts as the President in the absence of the President. Responsible for providing the final approval vote for all Board Member decisions.
- *Treasurer:* Keeps a record of the Sponsorships, donations, member payments and disbursements. Reports to the board on the financial positioning of the club.
- *Secretary:* Keeps a record of the actions authorized by the Board Members, and notifies members of meeting minutes and activities.
- *Membership:* Responsible for securing business members to join the Marketing B.O.N.U.S Club through a well-connected social media and professional contacts. Can utilize the club’s database to capitalize on establishing solid memberships for the club.
- *Community Outreach:* Responsible for projecting a professional image in the community for the Marketing B.O.N.U.S Club. Updating our social networking sites and securing followers on our twitter, Facebook and club social networking site(s).
- *Education:* Responsible for securing professional presentation speakers for our member meetings and or events.
- *Public Policy:* Responsible for staying up to date on the laws and regulations that govern a non-profit club corporation. Making sure that our club’s due diligence is in line with our club’s mission and that we are conducting our business in a legal manner by reviewing contracts and proposals for events, presentations, sponsorships and or any other legal contracts deemed necessary to conduct club business.
- *Communications:* Writing and communicating information in regard to the club’s events and projecting a positive club image in any publication about our club event(s) and utilizing the board member (historian) for pictures and (membership) for member stories and other advertisements as needed to communicate club information for business purpose. Equally being a vital part in the creation of event flyers when advertising events and other event communications.
- *Historian:* Responsible for taking pictures and capturing positive club moments during meetings, events and all other positive club communications.
- *Charity Events:* Responsible for organizing the charity events. Securing the venues and working with your committee which is made up of the event planner and any other needed parties to secure a successful event. Reports to the board on all event activity and proceedings and works to secure event goers and participants for all charity events by utilizing your professional committee members and or contracted services to accomplish task.
- *Expo Events:* Responsible for organizing expo events from start to finish. Securing venue and working with your committee members which is made up of an event planner and or

- contracted members to accomplish task. Works to secure goers as well as participants in expo event.
- *Conferences/GALA*: Responsible for organizing club conferences. Securing venue and working with your committee as well as board members to secure event entertainment, communication and or other services to accomplish task.
  - *Member(s) At Large*: Responsible for being an extra support system to the club's board of directors by providing input, resources, information and support related to accomplishing any set board task.

#### **Article IV. Removal of a Board Member**

If a Board Member does not fulfill duties required as described in Article III or is in violation of duties as described in article II, that Member will be notified in writing of the meeting at which removal from Board will be discussed and voted upon. At that meeting, the Member may present statements to the Board in an effort to retain the position. However, removal will occur if so voted by majority of the Board Members present at the meeting and the final proxy vote given by the Standing President.

#### **Article V. Guests**

Members may invite guests to any meeting of the Board as long as it is approved by the President and or Standing President prior to the meeting.

#### **Article VI. Board Member Contributions**

Board Members will make a yearly minimal contribution of at least \$150.00. This is a discounted Membership fee which will be used for their membership to the club & the board; and equally, to cover any administrative cost, or board related expenses. There is no set due date for direct payment. Payments can be made in separate portions, and or at the time the board related expense is due.

#### **Article VII. Board Members' in Good Standing**

Each Board Member will contribute to supporting the club by being present at meetings, events, expos, conferences/GALA. Each Member will donate their time to be an acting member of the Board and provide their successful business expertise to help the club grow.

#### **Article VIII. Book of Account**

The Book of Account shall be a complete set of accounting information, consisting of assets, liabilities, individual Sponsorship payments and donations with appropriate revenue and expense information related to membership and other club business.

#### **Article XI. Annual Accounting**

- Each calendar year, a full and complete account statement of the condition of the club shall be made to the Committee Members.
- All financial transactions shall be reviewed semi-annually by the Board Treasurer, President & Standing President.
- Accounting information "income statement" shall be for public use on our website so that Sponsors and members can see how business is being conducted. This will ensure our future sponsors and membership opportunities.

**Article XII. Bank Account**

The bank selected for the purpose of the Membership shall be 3 fold. The club will have an online “PayPal” account so that all business funds that need to be paid by “credit card” transaction(s) - can be appropriately recorded. Additionally, subsidiaries in the form of US bank and Company Provided Pex Expense Card will be the account(s) that are used to conduct club “business banking” and funds can be transferred to the account(s) from pay pal and or Pex visa account and checks can be written directly to the club and put in the business account. Each Account(s) shall have a separate accounting log and the use of a double entry system for accounting when appropriate. Any bank account withdrawal(s) or checks written shall be approved by the club’s Officers. The club controls the team member Pex visa (P-Card) accounts and can give or take away balances from card(s) at any time. Each team member that is granted the use of a company provided Pex visa card must adhere to the policy and procedure provided by the club and only expenses made on behalf of the club is allowed.

In Witness thereof all members, the Board Members have been set, the year of 2011-2012, on the date below:

| <b>Member (Printed Name)</b>      | <b>Member Signature</b> | <b>Date Signed</b> |
|-----------------------------------|-------------------------|--------------------|
| Keca Bell, Board President        |                         |                    |
| Patrick Bell, Standing President  |                         |                    |
| Kevin Green, Treasurer            |                         |                    |
| Sheri Kane, Secretary             |                         |                    |
| Frank Laneson, Community Outreach |                         |                    |
| Travis Oliver, Memberships        |                         |                    |
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