

**BYLAWS**  
**OF**  
**SOUTH SOUND NETWORKING, INC.**

**ARTICLE I**

**OFFICE**

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 1 – Number, Election and Term of Office:

- a) The number of the directors of the Corporation shall be no less than two (2) and no more than ten (10), unless and until otherwise determined by vote of a majority of the entire Board of Directors.
- b) Except as may otherwise be provided herein, or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected by majority votes of members at the annual meeting of the members of the association which shall take place in the second week of November, each year.
- c) Each of the directors shall serve a term of one (1) year. Officers elected to positions adopted by the membership shall also be concurrently elected as directors. The function of the officers shall be as set forth below.

Section 2 – Duties and Powers: The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation.

Section 3 – Annual and Regular Meetings; Notice:

- a) A regular annual meeting of the Board of Directors shall be held at the beginning of the corporate year.
- b) The Board of Directors, from time to time, may provide, by resolution, for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.
- c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken, within the time limit, and in the manner set forth in paragraph (b) of Section 4 of this Article II, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

Section 4 – Special Meetings; Notice:

- a) Special Meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.
- b) Notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by fax or email, or shall be delivered to him personally or given to him orally, not later than the day before the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article II, need not specify the purpose of the meeting.
- c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto, or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 – Chairman: At all meetings of the Board of Directors, the President of the Board, if any, and if present, shall preside. If there shall be not Chairman, or he shall be absent, then the Vice-President shall preside, and in his absence, a person chosen by the Directors shall preside.

Section 6 – Quorum and Adjournments:

- a) At all meetings of the Board of Directors, the Presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of

business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

- b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same, from time to time, without notice, until a quorum shall be present.

Section 7 – Manner of Acting:

- a) At all meetings of the Board of Directors, each director present shall have one vote.
- b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation, shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 – Order of Business: At all meetings of the Board of Directors, the order of business shall be as follows:

- a) Reading of minutes of immediate prior meeting for information and approval.
- b) Reports of officers.
- c) Reports of Committees.
- d) Election of directors.
- e) Unfinished business.
- f) New business.
- g) Reading and approval of minutes of meeting just held, if requested.

Section 9 – Vacancies: Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the members shall be filled by the members of the meeting at which the removal was effected) or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 10 – Resignation: Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 11 – Removal: Any director may be removed, with or without cause, at any time, by a sixty (60%) percent majority of the Board of Directors, at any regular meeting or special meeting of the Board of Directors. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon.

Section 12 – Salary: No salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation any other capacity and receiving compensation thereof.

Section 13 – Committees: The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they deem desirable, each consisting of two or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

### **ARTICLE III**

#### **OFFICERS**

Section 1 – Number, Qualifications, Election and Term of Office:

- a) The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Referral Chair, a Membership Chair, the Past President, and a Treasurer, and such other officers, including any one or more Vice Presidents, as the Board of Directors may, from time to time, deem advisable. All officers, including the President shall be a director of the Corporation.
- b) The President, Referral and Membership chair shall be elected by the membership at the regular annual meeting of the members. All other officer positions shall be appointed by the President.

Section 2 – Resignation: Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take

effect upon receipt thereof by the Board of Directors or by such office, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 – Removal: Any officer may be removed, with or without cause, at any time, by a sixty (60%) percent majority of the Board of Directors, at any regular meeting or special meeting of the Board of Directors. Notice of the proposed removal of an officer must be given to such officer prior to the date of the meeting at which such removal is to be voted upon.

Section 4 – Vacancies: A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 – Duties of Officers: The duties and powers of the officers of the corporation shall be as follows:

- a) President. The President of the Board of Directors shall supervise all activities of the corporation; preside at all meetings of the Board of Directors; appoint such committees as he or the corporation shall consider expedient or necessary; shall coordinate the work of the officers and committees of the corporation in order that the purposes of the corporation may be promoted; and perform such other duties usually inherent in such office.
- b) Vice-President. The Vice-President of the Board of Directors shall act for the President in his absence and perform such other acts as the President may direct.
- c) Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval; shall keep all records of the corporation; shall mail out all notices for meetings of the Board of Directors; and shall perform such other acts as the President may direct.
- d) Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation when payment is authorized by the Board of Directors; maintain bank accounts and depositories designated by the Board of Directors; render periodic financial reports; shall give an itemized statement at regular meetings of the Board of Directors; and shall sign checks and withdrawal slips on behalf of the corporation upon any and all of its bank accounts, and the same shall be honored on his or her signature alone.
- e) Referral Chair. The Referral Chair shall collect all referral slips at each meeting and tally said slips and report on the referrals being made each week at the regular meeting and at the board of directors meeting. In addition, the Referral Chair shall tabulate

on a monthly basis the dollar values reported by all members in net referrals which are made.

- f) Membership Chair. The Membership Chair shall keep records of the names, addresses, email addresses, of each member of the association. The Membership Chair shall report on the status of group membership at the regular weekly meetings as well as the monthly Board of Directors meeting.
- g) Past President. The Past President shall provide prospective on matters of concern to the corporation. The Past President shall advise and provide opinions regarding issues that are acted upon by the corporation. The Past President shall assist the President in transition to the position of President and do whatever is reasonable and normal to assist that process.

Section 6 - Sureties and Bonds: In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

#### **ARTICLE IV**

##### **FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law. Initially it shall be considered a calendar year.

##### **CORPORATE SEAL**

The corporate seal, if any, shall be in such form as shall be approved, from time to time, by the Board of Directors.

#### **ARTICLE VI**

##### **AMENDMENTS**

Section 1 – By Members: All By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be made, by a majority vote of the directors at the annual meeting or special meeting of the Board of Directors.

Section 2 – By Directors: The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation.

The undersigned certify the foregoing By-Laws have been adopted as the first By-Laws of the Corporation, in accordance with the requirements of the Corporate Law.

## **ARTICLE VII**

### **MISSION AND PURPOSE**

1. The Mission of SOUTH SOUND NETWORKING, INC., (hereinafter SSN) shall be to provide an opportunity for a diversified group of business people to market their skills, character and products in such a way as to enlarge their referral and networking base to the maximum extent possible in order to increase sales and overall growth of their business.
2. The Purpose and philosophy of SSN is to be the premier networking organization in Pierce County consisting of a dedicated membership committed to the highest ethical standards, providing superior service through current technological advances and producing unprecedented results.
3. SSN is a referral and networking entity which capitalizes on the ability of its members to reach out into the community to market the skills of its fellow members in order to promote the sales and growth of its membership.
4. SSN is not a political, social or religious organization and does not promote political candidacy, charitable or fraternal associations, and does not adopt, or support one belief system over another. The members of SSN are encouraged to be active in their communities in political, social and religious endeavors individually and for the benefit of their respective communities.

## **ARTICLE VIII**

### **MEMBERSHIP**

Membership in SSN shall be admission upon application to the Board of Directors using the appropriate forms then adopted for inclusion. Membership shall be contingent upon paying the annual membership fee in advance, and by vote of the general membership. In addition, the following rules and regulations shall apply:

1. **Leave of Absence.** Membership in a chapter shall be of the active class only. The board of directors has the right to extend a “Leave of Absence “to any member who is in compliance with attendance, referrals, and current dues obligations. The member shall prepay all dues for the period of leave requested. A majority vote in the affirmative is required by the board of directors. The “Leave of Absence” can be up to one calendar month, and may be subsequently reviewed if more time is required.
2. **Active Membership.** The active membership of a chapter shall consist of persons of good character and community standing and have one vote. The active membership of a chapter shall be composed of occupations/businesses listed on the official membership category list. A member may control only one of these occupations and the proposed member must be full time in this occupation or be an owner of the business. Full time is defined as the member’s primary source of income. A member may not represent multiple categories, even if the category is NOT filled in the chapter.
3. **Prospective Members.** Prospective members must attend two (2) consecutive meetings and submit an application to the membership chair at any time during the two (2) weeks. A chapter business mixer is considered a meeting. Prospective members will not attend the third meeting. At the third meeting a written membership vote will be taken. Voting by proxy will not be allowed. If there is a “NO” vote – the Board of directors must contact that vote and discuss the reason for voting “no”.
4. **Contested Categories.** If two (2) or more applicants apply for the same category within a two- (2) week interval. At the third meeting (could be one applicants 2<sup>nd</sup> meeting) all candidates will give a 5-minute presentation. Ballots will be passed and the person receiving the majority of written votes will have won the contested race. If a majority is not obtained the person receiving the lowest number of votes will be eliminated and then a re-vote will occur until a simple majority is reached. (51% of the attendees) Inspections must be completed and membership dues must be paid in order to be eligible for the contested category.
5. **Applications.** Applications will be accepted on a first come first serve basis, and two meetings need to have been attended for voting approval from the membership.
6. **Alternates and Corporate Membership.** An alternate may represent the member up to six (6) times per year; if that person represents the same company (only for personal memberships) the board of directors must approve the alternate. An alternate may represent the member for no more that 2 consecutive meetings. The alternate described above cannot hold any office or committee position and has no voting rights. Any business may,



for an additional expense, purchase a “Corporate Membership” which allows any delegated employee or associate of the business to attend the meetings on behalf of the business.

7. **Individual Memberships.** Individual memberships are non-transferable and cannot be sold. If a member changes their company or occupation the new occupation and or company must be approved by a majority vote of the board. Occasionally, a slight overlap of occupations will occur and conflicts of interest become apparent. In the case of an apparent conflict, the proposed member must write a letter outlining how they will represent themselves in the chapter. The board of directors must then approve the membership category. If the individual or company leaves the chapter in any manner, all rights to the membership are forfeited. SSN reserves the right to deny membership to any applicant for any reason.
8. **Resignation.** Any member may resign from the chapter provided that all their indebtedness to the chapter has been paid. The resignation shall be submitted in writing to the board of directors and shall become effective when accepted by the board. **Membership and renewal fees are nonrefundable.**
9. **Requirements of Membership.** Members are required to abide by the following “Commitments”:
  - (a) Always utilize fellow member’s products and services whenever possible.
  - (b) Recruit one new applicant that becomes a member of the same chapter each year.
  - (c) Missing two (2) consecutive unexcused meetings, or four (4) meetings in a calendar Quarter, excused or not, membership is subject to termination by the board. Arriving late (after the pledge) to the meeting or leaving early (before the meeting is adjourned) shall also count as excused absences.
  - (d) Report any breach of ethics, in writing, to the Ethics Committee.
  - (e) Provide a minimum of two (2) referrals to any chapter member each month.
  - (f) Membership and renewal dues are nonrefundable.
  - (g) Always conform to SSN bylaws and procedures and subsequent changes.
  - (h) Within 60 days, all members must attend the new member orientation program conducted by SSN.
  - (i) Every member must follow and comply with procedures outlined in the SSN meeting guide.
  - (j) A SSN member may not belong to any other leads or referral organizations.

- (k) Any member being in arrears of more than 30 days in the payment of dues and/or financial obligations to SSN may not attend weekly meetings until all payments and late fees have been paid.
10. **Termination by Board Action.** The board of directors has the right to terminate any member based on lack of chapter participation including attendance, referrals, and chapter activities. The board will notify the member in writing.
11. **Ethics Violations.** Code of Ethics. The board is not required to publish a code of conduct or code of ethical behavior, but, the board shall have the right to make a determination on a case by case basis, actions or activities that it believes is detrimental to the reputation of SSN and hence considered a breach of the code of ethics. A sub-committee called an “Ethics Committee” shall be appointed each year to handle ethics complaints. A complaint to the Ethics Chair **MUST BE MADE IN WRITING** and presented to both the Ethics Chair and the complainant. The board of directors is authorized, as herein provided, to suspend from membership for a period of not more than one year, or expel from membership any member of the chapter for good cause. “Good Cause”, as used in this section includes, but is not limited to:
- (a) Any conduct that brings the chapter into public disrepute or violates the purpose for which this chapter is formed.
  - (b) Any willful failure or refusal to abide by the SSN procedures and bylaws.
  - (c) Any willful failure or refusal to pay the fines or dues to SSN or the chapter.
  - (d) Conviction of a felony.
  - (e) Any conduct unbecoming of a professional person.

## **ARTICLE IX**

### **ELECTION PROCEDURES**

The election of the President, Referral Chair and Membership Chair will take place the second week in November. The annual meeting will be the second meeting of the year. Five weeks prior to the voting meeting the current chapter President will appoint the Nominating Committee. The Nominating Committee will consist of 3 to 5 members not on the board. They will make the nominations and prepare the ballot for the president and the two members-at-large. The voting meeting will be the second week in November; the chapter will elect the president and the two (2) members-at-large. There will be no voting

by proxy. In the event of a vacancy the board of directors will fill the vacancy. The president must appoint all officers and committee positions prior to the annual meeting.

## **ARTICLE X**

### **MEETINGS**

SSN will hold weekly meetings at a time designated by the majority vote of the membership, or at 11:45 a.m., and being dismissed at or about 1:00, or until such time as changed by the board of directors. The day of the week and location of the meeting will be selected by the board of directors. The meeting room should be a private banquet room preferably in a hotel or restaurant that serves food. The room should be large enough to accommodate all members and at least 10 guests. There will be no outside speakers. The chapter will designate a program director who shall determine a rotation of speakers selected from within the group, a greeter and a tradeshow display. There shall be no open discussion at the meeting. Members are required to wear name badges identifying themselves and their business. The annual meeting shall be the second week in January and all officers will be inducted at that time. The meetings shall be conducted by the President, who shall orchestrate the meeting according to the policy established by the board of directors. Guests will be recognized and encouraged to fill out an application. Members are encouraged not to hold side conversations and to maintain professional decorum at all time. Commercials are 30 second presentations which shall be given by each member at each meeting, as overseen by the Sergeant at Arms.

## **ARTICLE XI**

### **MEMBERSHIP FEES, RENEWALS AND QUARTERLY COSTS**

The initial cost of membership to SSN shall be One Hundred Twenty Five Dollars (\$125.00). The initial cost of membership shall be subject to revision by the board of directors. A Fifty Dollar (\$50.00) one time processing fee shall also be charged for new members to cover the costs of orientation, document preparation, and additional costs attributed to new members. The annual renewal fee for members in good standing shall be One Hundred Twenty Five Dollars (\$125.00). Renewal fees will be paid to SSN in the member's anniversary month and are due the first of the join month. Membership will be suspended if not paid within 30 days. A corporate rate of One Hundred Seventy Five Dollars (\$175.00) shall be available, in addition to the regular membership fee, to members who would like to delegate to staff or employees of the member's business to attend meetings on behalf of the member business. All members are required to pay quarterly dues to the chapter whether or not they eat lunch. The Treasurer shall submit an invoice for payment of both renewal fees and quarterly dues. The board, based on the operating

budget of the chapter, will set the quarterly dues. New member's quarterly dues will be prorated for the number of weeks remaining in the quarter. The quarterly chapter dues are due the first week of the quarter. If dues are not paid on time a \$10.00 per week penalty will be assessed, until paid. After 30 days a member will not be allowed to attend the weekly meeting unless quarterly dues and all late fees are paid.

## ARTICLE XII

### COMMITTEES

SSN shall maintain committees to assist in the organized operation of meetings. The President shall appoint all committee chairs. The appointments shall be completed no later than the third meeting in January. Committee positions are as follows:

1. **Sgt.-at-Arms:** calls the meeting to order, maintains order at the weekly meeting, holds the president accountable for starting and ending the meeting on time, passes the bucket, enforces all reminders at the weekly meeting, maintains order, quiets all side talk, times the weekly speaker and greets the late guests.
2. **Program Chair:** maintains a list of the weekly program of speakers, tradeshows and greeter and gives a copy of the program to each member and the vice president the first week of the month.
3. **Membership Chair:** Shall be a board position, who greets all guests makes sure guests understand the cost and process of joining. Explains the two types of membership, company owned and personal. Explains the voting procedures and helps guest fill out the membership application and arranges for the inspection.
4. **Visitation Chair:** arranges to have each member visit another member, and arranges visitation schedule to be passed out the first week of the month. Visitation commercial given last week of the month. Member will give the commercial for the person they visited.
5. **Inspector:** meets with prospective applicant at their business to explain attendance requirements, referral minimums and recruitment obligations, fills out inspection form and describes the prospective members business, business name, category and has confirmed that the business met all guidelines established in the bylaws for a vote. The Inspector will help determine membership type (Individual Or Company owned).
6. **Business Mixer Chair:** arranges semi-annual after hours meeting at a restaurant or country club, not at a member's place of business. The regular meeting will be canceled this week. This is not a party, this meeting is

designed to encourage members to invite guests and spouses or significant others for the purposes of expanding the contacts of the chapter members and expanding the membership.

7. **Ethics Chair:** will review all written complaints submitted about a member, and will form a committee of 3 non-board members if an investigation must be made.
8. **Referral Chair:** shall be a board position, voted on by the members who will put referral forms out on the table before the start of the meeting; will take yellow and completed referral forms out of the bucket and off the table at the conclusion of the meeting. Will give an oral report of the total number of referrals passed the previous week and will give a written report the first week of the month to all chapter members and will track all dollars generated by each member.
9. **Mentor Chair:** will present at each meeting, information, advice, hints, designed to assist the members in maximizing referrals, and being effective marketers for all members of the group. The Mentor Chair shall be responsible for conducting new member orientations.

### **ARTICLE XIII**

#### **REMINDERS**

In an effort to encourage member participation within the programs presented each week, and in order to maintain discipline within the group so as to appear as professional as possible, SSN has adopted a system of rewards and reminders developed to assist members. They are as follows:

Reminders are fees assessed each meeting as a result of the following actions:

1. No badge \$ 1.00
2. No guest \$1.00
3. No referral \$1.00
4. No shake of guests hands \$1.00
5. Late to greet or for trade-show \$1.00
6. Refusing to visit or be visited for visitation commercials \$5.00
7. No guest on guest day \$5.00
8. No show speaker, tradeshow or greeter \$10.00
9. No show Business mixer \$10.00
10. Failure to return signed by-laws to chapter secretary \$5.00
11. Cell phone ringing during meeting \$5.00

12. Taking cell phone call during meeting \$20.00

All assessments are due payable to the Sgt. at Arms immediately during the meeting. No IOUs or promises to pay later.

Rewards are direct monetary reimbursement from the bucket by the Sgt. at Arms for the following good deeds:

1. Passing 4 or more referrals \$1.00
2. Guest on Guest Day \$5.00
3. Completing Call Five Take Five \$5.00

## **ARTICLE XIV**

### **NEW MEMBER ORIENTATION**

New member orientation is a critical educational component of SSN. All new members must submit to orientation within sixty (60) days of membership. Date and time for Orientation shall be set by the President and Mentor Chair and all new members are required to attend. Excused absences shall be allowed one time only and reassigned at the discretion of the board of directors. Any current members are welcome to attend any new member orientation.

EFFECTIVE THE FIRST DATE SET FORTH BELOW:

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

APPROVED BY BOARD OF DIRECTORS:

\_\_\_\_\_  
DeAnne Davidson, President

\_\_\_\_\_  
Rachel Tveten, Treasurer

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Elliot Gesang, Referral Chair

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Scott Nelson, Vice President

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Jim Barber, Secretary

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Deborah Liebel, Membership Chair

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Paul Wagaman, Past President

**READ AND AGREED TO BY EACH MEMBER OF SSN:**

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Member Name Printed:

Dated by member this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.