

BYLAWS

BERKS COUNTY NETWORKING ASSOCIATION

Article I - Name

This organization shall be known as the Berks County Networking Association (“BCNA” or the “Corporation”).

Article II – Offices

The registered office of the Corporation shall be 5035 Pottsville Pike, Reading, Berks County, Pennsylvania 19605 or such other location as may be determined from time-to-time by the Board of Directors (“Board”) or as the activities of the Corporation may require.

Article III -- Purpose

Section 1: BCNA is an organization of business professionals dedicated to the advancement of their respective careers through the exchange of information and the interchange of business / professional contacts. Each occupation shall be represented by one (1) Member, as such term is defined herein, and conflicts of interest are disallowed.

Section 2: The basic goal of the Corporation is to expand the business leads of the community at large. A “lead” is defined as a referral between two (2) Members which may result in a business contact.

Section 3: The Corporation shall not be used in any way for political purposes.

Article IV - Membership

Section 1: Active Membership; Leave of Absence.

(a) The Corporation shall consist of only active members (individually a “Member” and collectively “Members”).

(b) The Board may extend a "Leave of Absence" to a Member who is in compliance with all attendance, tipping and dues obligations. The Member shall continue to pay dues as they become applicable; however, such Member shall not be entitled to any voting privileges during the duration of the Leave of Absence.

Section 2: Applications for Membership.

(a) The membership of the Corporation shall consist of men and women of good character and community standing residing or having other community interest within Berks County, Pennsylvania.

(b) The membership shall be composed of occupations determined from time-to-time by the Board. Except upon the approval by the Board, a Member shall only control one (1) occupation and must derive a significant portion of their income from such occupation.

(c) Prospective Members (individually an “Applicant” and collectively “Applicants”) must submit an application for membership (“Application”), in a form approved by the Board, to the Membership Chair. The Membership Chair shall review the Application with the Applicant. Thereafter, the Membership Chair shall request Members submit any objections regarding the Applicant’s Application to the Membership Committee for presentation to the Board. To the extent no objections are submitted by the Members regarding the Applicant’s Application, the Applicant shall automatically be deemed to be approved for membership. To the extent any objections are submitted by the Members regarding the Applicant’s Application for membership, the Board shall then vote on acceptance of the Applicant into the Corporation in accordance with Article IV, Section 5.

(d) The membership shall be owned by the individual or the company which pays the initiation fee. If the owner of the membership resigns from the Corporation for any reason, the rights to the membership shall be forfeited.

(e) Upon receipt of an Application, the membership category shall remain open for a period of seven (7) days. In event that two (2) or more Applicants apply for the same open membership category, a speak-off (“Speak-off”) shall be held to give the Applicants an opportunity to lobby the Members for acceptance into the Corporation. Such Speak-Offs shall occur at a Regular Weekly Meeting determined by the Membership Committee. The Membership Committee shall make a good faith effort to schedule the Speak-Off at a Regular Weekly Meeting mutually convenient for all Applicants. To the extent a mutually convenient date cannot be expeditiously scheduled, the Membership Committee may schedule the Speak-Off at a Regular Weekly Meeting not mutually convenient for all Applicants and any Applicant unable to attend the Speak-Off shall be disqualified for membership under such Speak-Off. During the Speak-Off, all Applicants shall be allotted five (5) minutes to present themselves and their reasons for acceptance (“Presentation”) to the Members. Each Presentation shall be followed by a period in which Members may ask the Applicant questions concerning membership in the Corporation. The Membership Chair shall notify Applicants of their respective Presentation times on the date of the Speak-Off. No Applicant shall be present for the Presentation of any other Applicant. The Membership Chair shall provide at least forty-eight (48) hours prior written electronic notice of the Speak-Off to the Members. Immediately upon the

conclusion of the Speak-Off, the Members shall vote by blind written ballot to determine the Applicant accepted into the Corporation. The Membership Chair shall be responsible for counting the ballots and notifying the Members of the results of such vote.

Section 3: Membership Interests.

(a) Membership in the Corporation is not transferable or assignable except upon prior written approval of the Board.

(b) Membership in the Corporation shall not result in any property interest in the assets or property of the Corporation, and upon the termination of membership such terminated Member shall have no right, title or claim to any property or assets of the Corporation.

Section 4: Resignation and Termination.

(a) A Member may resign by providing written notice to the Membership Chair; however, such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments or other charges accrued and unpaid at the time of resignation.

(b) No portion of any dues, assessments or other charges paid by a Member shall be refunded to such Member upon resignation or termination.

(c) Upon the death of an individual Member his or her membership interest shall automatically terminate.

(d) A Member may be terminated from the Corporation, at the discretion of the Board, if they fail to attend three (3) meetings during the course of a calendar quarter. Any Member who fails to pay their dues within thirty (30) days of the beginning of a calendar quarter may also be terminated at the discretion of the Board. In addition, a Member may be terminated, at the discretion of the Board, for any other violation or for the failure to comply with these Bylaws or the "Purpose" of the Corporation or for misconduct or any act detrimental to the interests or welfare of the Corporation. As to what acts constitute misconduct or are detrimental to the interests or welfare of the Corporation, the Board shall be the sole judge. Prior to termination of any Member, such Member shall be given prior written notice of the date and time of the meeting of Board to vote on the termination of such Member and the reasons therefore. Such Member may present any objections to termination at the aforementioned meeting of the Board.

Section 5: Voting Rights.

(a) Except as otherwise set forth in Article IV, Section 1(b) and Section 5(b), each Member shall be entitled to one (1) vote of each matter submitted for voting by the Members.

(b) Members must be present for all Applicant Presentations to be eligible to vote at any Speak-Off where multiple Applicants are applying for the same open membership category pursuant to Article IV, Section 2(e).

(c) Except as otherwise set forth in these Bylaws, any Member unable to personally attend (“Absent Member”) any vote of the Members shall be permitted to grant another Member the authority to vote by proxy on behalf of the Absent Member in accordance with procedures established by the Board of Directors from time-to-time. Notwithstanding the foregoing, proxy voting shall not be permitted for any Speak-Off.

(d) Except as otherwise set forth in these Bylaws, each Director shall be entitled to one (1) vote on each matter submitted for voting by the Directors.

(e) Except as otherwise set forth in these Bylaws, any matter submitted to a vote by the Members or the Board shall be approved upon the majority vote of the Members or the Board, as the case may be, present at a duly called meeting.

Article V – Meetings and Elections

Section 1: Regular Weekly Meetings of the Corporation. The Members shall meet on a weekly basis (“Regular Weekly Meeting”) at such place and time as is customary or at such different place and time as the Board shall determine. No prior notice of such Regular Weekly Meeting shall be required to be given to the Members except in the event the Board shall determine a place and time different than what has been customary.

Section 2: Regular Monthly Meetings of the Board. The Board shall meet the same week each month following a Regular Weekly Meeting as determined by the Board from time-to-time.

Section 3: Annual Meeting of the Corporation. There shall be an annual meeting of the Members of the Corporation for the election of members of the Board and such other business as may be brought before it on the first Tuesday of December each and every year at such time and place as the Board may direct.

Section 4: Annual Meeting of the Board. Each newly-elected Board may, without additional notice to the Board, hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of the Members; or it may, upon three (3) days personal notice of such meeting given to each member of the Board, meet at such place and time within one (1) week thereafter as a majority of the Board may choose.

Section 5: Special Meetings of the Corporation. Special meetings of the Corporation may be called by the President or upon the written request of five (5) Members of the Corporation directed to the President specifying the object of the meeting.

Section 6: Special Meetings of the Board. Special meetings of the Board may be called upon the written request of two (2) members of the Board specifying the object of the meeting upon twenty-four (24) hours personal notice to each member of the Board or upon two (2) days' notice by mail.

Section 7: Meetings of Committees. The various committees of the Board shall meet upon the call of their respective Chairs or the President.

Section 8: Notice Requirements. Except as provided in Article IV, Section 2(e) and Article V, Sections 1, 2, 4 and 6, written or printed notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally, by mail or other suitable electronic means, to each Member, or in the case of a Board meeting, each Director, as such term is defined herein, not less than fourteen (14) nor more than forty (40) days before the date of such meetings by or at the direction of the President, Secretary or the Officers, as such term is defined herein, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation with postage thereon paid. Any Member may waive any notice required to be given by any bylaw, rule or statute. The presence of a Member, including a Director at a specially convened Board meeting, shall be a waiver of such Member or Director of the notice requirement unless he or she expressly objects.

Section 9: Quorum. Ten (10) Members shall constitute a quorum at any meeting of the Members and three (3) Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present at any meeting, a majority of the Members or Directors, as the case may be, present may adjourn the meeting from time-to-time without further notice, as set forth in Article V, Section 8.

Article VI - Directors and Officers

Section 1: Board of Directors. The Board shall consist of five (5) directors (individually a "Director" and collectively "Directors") to be chosen from the Members of the Corporation. On the first organizational meeting of the Corporation, three (3) Members shall be elected to serve on the Board for two (2) years and two (2) Members shall be elected to serve for one (1) year; at the next annual organizational meeting and continuing thereafter, all Director vacancies shall be elected to serve on the Board for two (2) years from the date of their election and until their

successors are elected to fill the vacancies on the Board by the expiration of the term of the members then on the Board. In the event a vacancy should occur on the Board other than by the expiration of term, such vacancy shall be filled by appointment of the Board until the next annual election when the remainder of term, if any, shall be filled by election by the Corporation as in other cases. Directors shall not serve more than one (1) term consecutively. Notwithstanding the foregoing, in the event no Member desires to fill a Director vacancy, an incumbent Director shall be permitted to serve an additional term or terms until such time as another Member desires to fill the Director vacancy and upon being duly elected in accordance with these Bylaws. All Directors shall be a Member in good standing of the Corporation for a minimum period of two (2) years prior to being elected as a Director. Notwithstanding the foregoing, in the event no Member meeting the two (2) year membership qualification desires to fill any Director vacancy a Member having been a Member for less than two (2) years shall be permitted to fill such Director vacancy.

Section 2: Duties of the Board. The Board is authorized and it shall be its duty to:

(a) Except with regard to matters expressly reserved for action by the Board pursuant to these Bylaws, act as a steering committee for presenting issues to the Members and, to the greatest extent possible, give effect to the collective desires and directions of the Members.

(b) Elect Officers as provided in Article VI, Section 3.

(c) Make rules for the use and government of the Corporation by the Members and for their conduct as a Member of the Corporation, including but not limited to the method of voting at all elections held by Members of the Corporation.

(d) Fix penalties for the violation of the rules and to enforce the same.

(e) Terminate any Member for conduct which is in the judgment of the Board to be improper and prejudicial to the Corporation; even if such conduct be not in violation of the Bylaws or any promulgated rule of the Corporation.

(f) Call special meetings of the Corporation to consider a specific object or objects.

(g) Present at the annual meeting a report upon the condition of the Corporation with any forecasts for the current year.

Section 3: Officers. At the annual meeting of the Board, which shall be held within one (1) week after the adjournment of the annual meeting of the Members of the Corporation, the Board shall meet for organization and elect a President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms (individually an "Officer" and collectively "Officers"). Eligibility to be an Officer shall be restricted to members of the Board. The President, Treasurer and Sergeant-at-

Arms shall each be selected from the Directors elected for a two (2) year term and the Vice President and Secretary shall each be selected from the Directors elected for a one (1) year term at the first organizational meeting. Thereafter, each Officer vacancy shall be filled by the most recently elected Directors to serve for two (2) years from the date of their election and until their successors are elected to fill the Officer vacancies by the expiration of the term of the then Officers. In the event an Officer vacancy should occur other than by the expiration of term, such vacancy shall be filled by appointment of the Board until the next annual election when the remainder of term, if any, shall be filled by election by the Board as in other cases.

Section 4: Duties of Officers. The Officers of the Corporation shall consist of the following:

(a) **President.** The President shall serve as the executive officer of the Corporation, presiding at all meetings of the Members and Board, be an ex officio member of all committees, exercise general supervision over affairs of the Corporation, perform any other duties as are ordinarily incumbent upon a President and report to the Board.

(b) **Vice President.** The Vice-President shall preside at all meetings of the Members and Board in the absence of the President, perform such duties that are ordinarily incumbent upon the Vice-President and other duties that may be assigned by the President or the Board.

(c) **Secretary.** The Secretary shall keep and maintain the minutes of the meetings of the Board. The Secretary shall conduct all correspondence as may be required by the President or the Board and shall generally perform such duties that are ordinarily incumbent upon a Secretary, including notification of speakers for Regular Weekly Meetings, reminders regarding Regular Weekly Meetings and notices required by these Bylaws.

(d) **Treasurer.** The Treasurer shall keep and maintain records of all financial actions of the Corporation which shall include all records of membership, attendance, initiation fees, dues and all moneys collected and disbursed. The Treasurer shall prepare quarterly and annual statements for the Corporation and generally perform such duties that are ordinarily incumbent upon a Treasurer.

(e) **Sergeant-at-Arms.** The Sergeant-at-Arms shall assure the orderly and productive meetings of the Members and the Board which shall include assuring adequate preparation and organization for all meetings, enforce the standards for proper and orderly conduct, maintain and control documents of the Corporation and generally perform such duties that are ordinarily incumbent upon a Sergeant-at-Arms.

Section 5: Miscellaneous.

(a) In the event the President and the Vice President are absent for any meeting, the present members of the Board may elect the presiding officer.

(b) All bills and indebtedness incurred in the normal operation of the Corporation shall be paid by the Treasurer at such time or times as bills are presented. Unusual or extraordinary bills shall be paid only upon approval of the Board.

Section 6: Committees. The Board shall determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of the Corporation. Non-Board members may serve on such committees. The committees are intended to serve as advisory in nature and to report to the Board and/or Members, as necessary. Membership upon a committee shall not bestow upon any committee member any additional voting rights, and all matters subject to vote shall be voted upon by the Board or the Members, as the case may be, in accordance with these Bylaws. Such committees shall include but are not limited to:

(a) **The Lead Committee.** The Lead Committee shall provide the forms to be used by all Members at the meetings. The Lead Chair will be responsible for tabulating the leads generated by each Member and will report results to the Members.

(b) **The Membership Committee.** The Membership Committee shall collect and process any new Application for membership presented to the Corporation. The Membership Chair will head the committee, tabulate results and report such results to the Member.

(c) **The Social Committee.** The Social Committee shall be responsible for the coordination of social events, including new Member mixers and Members only events, to be held by and on behalf of the Members. The Social Committee Chair shall oversee the committee and report to the Members.

(d) **The Ethics Committee.** The Ethics Committee will be headed by the Ethics Chair and will be responsible for convening members to review any questions involving the ethical conduct of an individual member or the Corporation.

(e) **The Elections Committee.** The Elections Committee shall be headed by the Elections Chair and shall be responsible for collecting feedback about and suggesting revisions to the membership election process and determining which Members desire to serve as members of the Board/as Officers.

Article VII – Revenue, Fiscal Year and Insurance

Section 1: Initiation Fee and Schedule of Dues. Each new Member will tender a non-refundable initiation fee (“Initiation Fee”) to the Corporation in the amount set forth in the schedule of dues (“Schedule of Dues”) established and revised from time-to-time by the Board.

Section 2: Quarterly Dues. Quarterly dues shall be assessed based upon the Schedule of Dues established by the Board.

Section 3: Fiscal Year. The fiscal year of the Corporation shall be from January 1 of each year until December 31 of the same year, and the annual financial statements of the Treasurer shall be presented for financial action at the annual meeting of the Corporation

Section 4: Insurance. The Corporation shall secure and maintain General Liability Insurance and Directors and Officers Liability Insurance to protect the exposure of the Corporation, its Directors and Officers and its Members. The above forms of coverage shall each contain Limits of Liability of at least One Million and 00/100 Dollars (\$1,000,000.00).

Article VIII - Amendments

Section 1: Any amendment of these Bylaws may be adopted by a two-thirds (2/3) vote of the Members of the Corporation present at any duly called meeting or special meeting of the Corporation, provided however, that written notice containing the specific language of the proposed amendments shall have first been given to all Members in accordance with the Secretary's list thereof no less than fourteen (14) days and no more than forty (40) days prior to the scheduled vote.

Article IX – Indemnification of Board and Officers

Section 1. Personal Liability of Directors. Members of the Board shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless as set forth in 15 Pa.C.S. §§ 1711–1718, the member of the Board has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of the Director pursuant to any criminal statute, or (ii) the liability of a Director for the payment of taxes pursuant to local, state, or Federal law. Any repeal, modification, or adoption of any provision inconsistent with these Bylaws shall be prospective only, and neither the repeal or modification of this Bylaw nor the adoption of any provision inconsistent with this Bylaw shall adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

Section 2. Mandatory Indemnification of Directors, Officers and Certain Other Persons

(a) The Corporation shall indemnify and hold harmless to the full extent not prohibited by law, as it exists or may be amended, interpreted, or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such

amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether or not by or in the right of the Corporation or otherwise (hereinafter, a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Director or Officer of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a Director or Officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys’ fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

(b) Notwithstanding the foregoing, except as provided in Article IX, Section 3, below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by that person only if such proceeding (or part thereof) was authorized by the Board.

(c) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Article IX, Section 2 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his rights under this Article IX, Section 2 in advance of the final disposition promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Director or Officer of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of the person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Article IX, Section 2 or otherwise.

(d) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director or Officer of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3. Payment of Indemnification. If a claim for indemnification under Article IX, Section 2 of these Bylaws is not paid in full by the Corporation within thirty (30) days after a written claim for indemnification has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and,

if successful in whole or in part on the merits or otherwise in establishing his right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

Section 4. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Article IX, Section 2 and the right to payment of expenses conferred in Article IX, Section 3 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any Bylaw, agreement, vote of Members, vote of Directors, or otherwise, both as to actions in his official capacity and as to actions in any other capacity while holding that office. The Corporation has the express authority to enter into such agreements or arrangements as the Board deems appropriate for the indemnification of and advancement of expenses to present or future Directors and Officers as well as employees, representatives, or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation.

Section 5. Funding. The Corporation may create a fund of any nature, which may be, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article IX or otherwise.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

Section 7. Modification or Repeal. Neither the modification, amendment, alteration, or repeal of this Article IX or any of its provisions nor the adoption of any provision inconsistent with this Article IX or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of the modification, amendment, alteration, or repeal or the adoption of such inconsistent provision.