

**BYLAWS**

**of**

**BERKS COUNTY NETWORKING ASSOCIATION  
a Pennsylvania Nonprofit Corporation**

**ARTICLE I**

*Name*

1.1 The name of the corporation is the Berks County Networking Association (“BCNA” or the “Corporation”).

**ARTICLE II**

*Purposes*

2.1 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 (1) Member, as such term is hereinafter defined, and conflicts of interest are disallowed.

In pursuing such purposes, the corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III**

*Offices*

3.1 *Principal Office.* The principal office of the corporation shall be 2640 Westview Drive, Wyomissing, Berks County, Pennsylvania or such other location as the Directors may from time to time determine.

3.2 *Other Offices.* The corporation may also have offices at such other places as the Directors may select.

**ARTICLE IV**

***Seal; Term***

4.1 *Seal.* The corporate seal of the Corporation shall be:



4.2 *Term.* The term of the corporation shall be perpetual.

**ARTICLE V**

***Members***

5.1 *Membership Corporation.* The Corporation shall be a membership corporation under the Pennsylvania Nonprofit Law of 1988, as amended (the “Act”).

5.2 *Membership.* The Corporation shall consist of only active members, whose active status shall be determined by the Directors (individually a “Member,” collectively “Members”).

5.3 *Leave of Absence.* The Directors may extend a “Leave of Absence” to a Member who is in compliance with all attendance and dues obligations. Such Leave of Absence shall not exceed one quarter of the calendar year. The Member shall continue to pay dues as they become due and owing; however, such Member shall not be entitled to any voting privileges during the duration of the Leave of Absence.

5.4 *Application for Membership.*

(a) Only men and women of good character and community standing residing or having other business or community interest within Berks County, Pennsylvania, shall be eligible for membership.

(b) Membership shall be composed of occupations determined from time-to-time by the Directors. Except upon the approval of the Directors, a Member shall only control (1) occupation and must derive a significant portion of their income from such occupation. If any Member desires to control two (2) occupations, the Member must pay the standard yearly fee for membership for each occupation they control. If the Member is already a Member in good standing, the initiation fee for the second occupation is

waived. The additional fee is waived for any Member who controls two (2) occupations as of the effective date of these Bylaws.

(c) Prospective Members (individually an "Applicant," collectively "Applicants") shall submit an application for membership ("Application"), in a form set by the Membership Committee and approved by the Directors, to a Member of the Membership Committee, as hereinafter defined. Thereafter, the Membership Committee will make a recommendation to the Directors as to whether to grant or deny the Application. Once a recommendation is made, the Directors shall vote on the acceptance of the Application, in accordance with Article VII.

(d) The membership shall be owned by the individual or company which pays the initiation fee and membership dues. If the owner of the membership resigns from the Corporation for any reason, the right to the membership and any and all prepaid dues shall be forfeited with the actual noted attendee having first right of refusal.

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

(f) 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.

## ARTICLE VI

### *Resignation and Termination of Members*

6.1 *Resignation.* A Member may resign by providing written notice to the Membership Committee; 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.

6.2 *No Reimbursement of Dues.* No portion of any dues, assessments or other charges paid by a Member shall be refunded to such Member upon resignation or termination.

6.3 *Termination upon Death of a Member.* Upon the death of Member, his or her membership interest shall automatically terminate. If the membership interest is held by a corporation, the membership interest shall automatically terminate if the corporation goes out of business.

6.4 *Termination by Directors.* A Member may be terminated from the Corporation, at the sole discretion of the Directors, if they fail to attend three (3) meetings during the course of any calendar quarter. Any Member who fails to pay their dues within thirty

(30) days of any calendar quarter may also be terminated at the sole discretion of the Directors. In addition, a Member may be terminated, at the sole discretion of the Directors, 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 Directors shall be the sole judge. If a Member is being terminated for misconduct or any act detrimental to the interest of the welfare of the Corporation, such Member shall be given prior written notice of the date and time of the meeting of Directors 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 Directors.

## ARTICLE VII *Voting Rights*

7.1 *Voting.* Each Member shall be entitled to (1) vote of each matter submitted for voting by the Members.

7.2 *Proxy Voting.* Except as otherwise set forth in these Bylaws, any Member unable to personally attend any meeting where a vote of the Members takes place ("Absent Member"), an Absent Member shall be permitted to grant another Member the authority to vote by proxy on behalf of the Absent Member in accordance with produces established by the Directors from time to time.

7.3 *Voting by Directors.* 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.

7.4 *Majority Required.* Except as otherwise set forth in these Bylaws, any matter submitted to a vote by the Members or the Directors shall be approved upon the majority vote of the Members or the Board, as the case may be, present at the duly called meeting or voting by proxy.

## ARTICLE VIII *Meetings and Elections*

8.1 *Regular Meetings.* The Members shall meet on a weekly basis ("Regular Meeting") at such place and time as is customary or at such different place and time as the Directors shall determine. No prior notice of such Regular Meeting shall be required to be given to the Members except in the event that the Directors shall determine a place and time different than what has been customary.

8.2 *Monthly Meetings of the Directors.* The Directors shall meet the same week of each month following a Regular Meeting as determined by the Directors from time to time.

8.3 *Annual Meeting of the Corporation.* There shall be an annual meeting of the Members of the Corporation for the election of members of the Directors and such other business as may be brought before it on the first Regular Meeting of December each and every year at such time and place as the Directors may direct.

8.4 *Special Meetings.* Special meetings of the Corporation may be called by the President or upon the written request of five (5) Members directed to the President specifying the object of the meeting upon twenty-four (24) hours personal notice to each Member or upon two (2) days' notice by electronic mail.

8.5 *Special Meetings of the Directors.* Special meetings of the Directors may be called upon the written request of two (2) Directors specifying the object of the meeting upon twenty-four (24) hours personal notice to each Director or upon two (2) days' notice by electronic mail.

8.6 *Meetings of Committees.* The various committees of the Corporation shall meet upon the call of their respective Chair or the President.

8.7 *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 without further notice.

## ARTICLE IX *Directors*

9.1 *Number, Election, Term.*

(a) The Board of Directors (the "Board") shall consist of five (5) Directors to be elected by and from the Members of the Corporation. Each Director shall serve for one (1) year or until their successor is elected. In the event a vacancy should occur on the Board other than by the expiration of a term, such vacancy shall be filled by appointment by the President until the next annual election. Directors shall not serve more than three (3) terms consecutively. Notwithstanding the foregoing, in the event that 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.

(b) Upon the adoption of these Bylaws, the current Board shall remain in place without further election. The current board consist of Dominic DeFreece, Bob Conner, Tina Flood, Robin Ream, with an opening in the Sergeant at Arms position. The terms of

Bob Conner and Tina Flood shall not expire until December of 2023 pursuant to the terms they were originally elected to under the previous bylaws.

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

(a) Except with regards to matters expressly reserved for action by the Directors 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 X.

(c) Make rules for the use and government of the Corporation and 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 any authorized reason under these Bylaws or 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 these 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.

9.3 *Removal.* Any Director may be removed from office, for reasonable cause such as neglect of duties, by an affirmative vote of a majority of the Directors in office at any regular or special meeting, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

9.4 *Consent in Lieu of Meeting.*

(a) *Unanimous Written Consent.* Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors who would be entitled to vote at a meeting for such purpose shall be filed with the Secretary of the Corporation.

(b) *Partial Written Consent.* Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting upon the written consent of the Directors who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting in which all Directors entitled to vote thereon were present and voting. The consents shall be filed with the Secretary of the Corporation. The action shall not become effective until after at least ten (10) days' written notice of the action has been given to each Director entitled to vote thereon who has not consented thereto.

## ARTICLE X *Officers*

10.1 *Positions, Election, Term.* The officers of the corporation shall include a President, Vice President, Secretary, Treasurer, and Sergeant at Arms.

10.2 *Consecutive terms.* Officers may be elected for consecutive terms. Officers shall not serve more than three (3) terms consecutively. Notwithstanding the foregoing, in the event that no Member desires to fill an Officer vacancy, an incumbent Officer shall be permitted to serve an additional term or terms until such time as another Member desires to fill the Officer vacancy and upon being duly elected in accordance with these Bylaws.

10.3 *Duties.* The duties of the officers shall include the following:

(a) The President shall serve as the executive officer of the Corporation, presiding at all meetings of the Members and Directors, 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 Directors. The President shall appoint chairmen for all committee of the Corporation, as hereinafter defined.

(b) The Vice-President shall preside at all meetings of the Members and Directors 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 Directors. The Vice President shall serve as the chairman of the Elections Committee, as hereinafter defined.

(c) The Secretary shall keep and maintain the attendance and minutes of the meetings of the Directors. The Secretary shall conduct all correspondence as may be required by the President or the Directors 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) 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. The Treasurer shall be responsible for insuring that all necessary tax filings are made on behalf of the Corporation each year.

(e) The Sergeant at Arms shall assure the orderly and productive meetings of the Members and the Directors 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. The Sergeant at Arms shall serve as the chairman of the Ethics Committee, as hereinafter defined.

10.4 *Removal.* Any officer may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the Directors in office at any regular or special meeting, provided that written notice of the intention to consider removal of an officer has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any removal of an officer shall not prejudice any contract rights of the officer with the corporation.

10.5 *Compensation.* No Officer shall receive any compensation from the Corporation.

#### ARTICLE XI *Vacancies*

11.1 If the office of any Director or Officer becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification, or otherwise, the President shall appoint choose a person or persons who shall hold office for the remaining term. If the office of President becomes open, the Vice President shall become President and thereafter appoint person to serve as Vice President.

#### ARTICLE XII *Resignation*

12.1 Any Director or Officer may resign from office at any time with thirty (30) days prior notice, unless some later time may be fixed in the resignation, and then from that date. Such resignation shall be made in writing, and delivered to the Board of Directors of the corporation by mail or electronic mail. The acceptance of the resignation shall not be required to make it effective.





**ARTICLE XIII**  
***Resolutions***

13.1 *Resolutions.* The Board of Directors can only take official action through the passing of a resolution at a regularly scheduled or special meeting.

13.2 *Passing a Resolution.* Unless otherwise provided for in these Bylaws, Resolutions shall be passed by an affirmative vote of a majority of the Directors present at a meeting.

13.3 *Passing a Resolution Outside a Meeting.* A Resolution may be passed outside of a regular or special meeting pursuant to section 9.4 of these Bylaws.

13.4 *Notice.* All Proposed Resolutions may be verbally or in writing at the time of the meeting where the vote is to take place.

**ARTICLE XIV**  
***Fiscal Year***

14.1 The fiscal year of the corporation shall begin on January 1st and end on December 31st.

**ARTICLE XV**  
***Notices***

15.1 *Notice Required.* Notice may be given either personally, by sending a copy thereof by first class mail, postage prepaid, or by electronic mail to the address appearing on the books of the corporation or supplied to the corporation for the purpose of notice. If the notice is sent by mail or electronic mail, it shall be deemed to have been given when deposited in the mail or the timestamp on the electronic mail. Such notice shall specify the place, day, and hour of the meeting in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

15.2 *Waiver of Notice.*

(a) Whenever any written notice is required to be given under the provisions of the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need

be specified in the waiver of notice of the meeting. In the case of a special meeting of shareholders, the waiver of notice shall specify the general nature of the business to be transacted.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE XVI**  
*Amendment*

16.1 The Bylaws of the corporation may be amended by an affirmative vote of a majority of the Directors in office at any regular or special meeting duly convened after notice of such purpose.

**ARTICLE XVII**  
*Liability and Indemnification of Officers and Directors*

17.1 *General Rule.* A Director shall not be personally liable for monetary damages as Directors for any action taken, or any failure to take any action, unless

(1) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 8386 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

*Provided however,* the foregoing provision shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute of (2) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

17.2 *Indemnification.* The corporation shall indemnify any officer or Director of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit or proceeding, whether civil, criminal, administrative, or investigative, (and whether or not by, or in the right of, the corporation) by reason of the fact that such person is or was a representative of the corporation, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however,

that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

17.3 *Advancement of Expenses.* Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

17.4 *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

17.5 *Other Rights.* This Article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

### **ARTICLE XVIII** ***Committees***

18.1 *Establishment.* The Directors may establish such committees with such powers as they deem desirable for the operation of the corporation.

18.2 *Appointment of Members.* The President shall appoint a committee chairman for all committees established. The committee chairman shall oversee the activities of the committee. The committee chairman shall appoint members of their respective committee.

18.3 *Committee Recommendations.* Committees shall make recommendations to the Board of Directors in the form of Proposed Resolutions. The Proposed Resolutions shall be voted on by the Board of Directors at the next regularly scheduled or special meeting. All committees are required to receive three (3) quotes or price estimates before making a recommendation that would require the expenditure of funds of the Corporation.

18.4 *Committees and Duties of Committees:*

(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. The Sergeant at Arms shall oversee the committee and report to the Members.

(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. The Vice President shall oversee the committee and report to the Members.

**ARTICLE XIX**  
***Subventions***

19.1 The corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefore.