

Revised 8/20/2003

**BYLAWS
of
EXECUTIVE RESOURCES FOR IRISH NETWORKING
(E.R.I.N.)**

**ARTICLE I
Name, Mission, Objectives and Offices**

1. Name: The name of the corporation is Executive Resources for Irish Networking (E.R.I.N.)
2. **Mission:**
 - A. E.R.I.N. is an Irish Business-to-business networking organization.
 - B. E.R.I.N. is an organization made up of individuals who are or have been significant in business or community with Irish heritage or with a strong Irish interest.
 - C. E.R.I.N. promotes the prosperity of its members.
3. **Objectives:** The objectives of E.R.I.N. are to:
 - A. Provide a means for exchanging business information for and between its members that will help members attain their career goals.
 - B. Promote trade networking that accrues benefits for its members.
 - C. Provide for the display, sale, or publicity of the goods, property, or services handled or represented by its members.
 - D. Create and encourages cooperative business methods so as to better, or increase the efficiency and service of, the business by its members.
 - E. Develop and further such activities as shall be found best to promote the welfare of its members and to effect the purposes for which E.R.I.N. is formed.
 - F. Encourage business and professional development within the community as a whole.
 - G. E.R.I.N. will not be a forum for partisan political or sectarian religious activity.
 - H. E.R.I.N. will not support charitable activities without prior submittal of such request, in writing, to the Board of Directors and receipt of written notice of approval from the Board.
4. **Principal Office.** E.R.I.N. shall at all times maintain at least one (1) principal office in Maricopa County, Arizona. The principal office of E.R.I.N. shall be at such location, which shall be established by the Board of Directors from time to time.

**ARTICLE II
Membership**

1. **Types of Members.** Members should be of good character and outstanding business and professional reputation, and of Irish heritage or with a strong Irish interest.

A. **Regular Member**

Regular Membership shall belong to an individual who is or has been significant in business or in the community.

Regular Membership is not transferable.

Once a member you have rights to continue membership so long as you continue your membership.

A Regular Member must comply with bylaws, rules and regulations.

A Regular Member has voting rights (one vote per member)

The admission of all Regular Members shall be on approval by a majority of the Board of Directors present at any meeting.

Meeting Attendance. Required meeting attendance for regular members is four (4) times per quarter, unless excused by the Board of Directors.

B. **Associate Member.** A Regular Member may, at his/her request, be voted an Associate Member on approval by a majority of the Board of Directors present at any meeting.

The Regular Member must have been a Regular Member for one year in good standing and have paid-up dues for one full year (4 quarters).

An Associate Membership carries limited rights, benefits and obligations. An Associate Member must comply with E.R.I.N. bylaws, rules and regulations. Associate members may not vote and may not be an officer but may become a committee member.

Associate Membership is not transferable.

Associate members have quarterly or annual dues and pay meal expenses and other expenses as incurred.

C. **Honorary and Lifetime Member.** The Honorary or Lifetime Membership carries with it no rights, benefits or obligations of Regular or Associate membership.

Lifetime Members must be over 60 yrs of age and have been a dues paying member for at least 10 years.

Honorary membership can be extended to individuals of any age and regardless of E.R.I.N. membership. Any regular member may propose any individual for honorary membership and the Board must consider the proposal. A simple majority vote of the Board at a Board meeting with a quorum will bestow the honorary membership.

Honorary and lifetime members cannot be officers and will pay meal and other expenses as incurred.

2. **Regular member Recruitment.** Regular Membership in E.R.I.N. is by invitation only. Procedures for recruitment and acceptance of membership applications are detailed below.

The name of a potential member shall be referred to the Board of directors.

The Board of directors will announce the proposed Regular Member's name and company to the membership at the next regularly scheduled meeting and the announcement will be posted in the next newsletter.

If no valid objection is received by the Board of directors, an invitation to attend a regular meeting, at E.R.I.N.'s expense, will be extended to the potential member.

After the potential member has attended an invitational breakfast an application will be given, unless a valid objection is received from a current Regular Member.

The Board will review the application of all potential new members and determine the acceptability of the applicant.

3. **Member Business Promotion.** A member may only initiate business promotion discussions before the membership or with individual members except for dissemination of business cards, brochures and other general writing advertising means that may contain information on other business activities.
4. **Dues.** Dues and admission fees for all types of membership shall be set by the Board of Directors. Membership is terminated with non-payment of dues by due date.
5. **Removal.** A member may be removed for cause, after being given reasonable opportunity for defense and appeal, by a two-thirds (2/3) vote of the full Board of Directors.
6. **Reinstatement.** A former member, in good standing, desiring to do so may be reinstated, within ninety (90) days without again paying the registration fee, upon approval of the Board of Directors and full payment of dues and admission fees.

ARTICLE III Meetings of Members

1. **Regular Meetings.** Regular meetings of the membership shall be held as designated by the Board of Directors. Members shall be entitled to advance notice of any change in meeting time, date or place
2. **Semi-Annual Business Meeting.** The Semi-Annual Business Meeting shall be held each June and December, at such place and time as may be determined by the Board of Directors. Written notice of the meeting time and place shall be given to the membership at least ten (10) days in advance.
3. **Special Meetings.** Special meetings of the membership may be called by the President, the Board of Directors, or not less than one fourth (1/4) of the Regular membership, at a place and time designated by the Board of Directors. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten (10) days in advance. Business transacted at any special meeting of the membership shall be limited to the purposes stated in the notice.
4. **Quorum.** A quorum shall consist of 51% of the "Regular membership". No item may be decided upon without a quorum. A majority of the members present at a meeting may adjourn the meeting.
5. **Majority Required.** When a quorum is present at any meeting, the vote of a majority of the Regular members present, shall decide any matter brought before such meeting, unless the matter is one upon which, by law or by express provision of these Bylaws, a different vote is required, in which case such law or such express provision shall govern and control the decision of such matter.

ARTICLE IV Board of Directors

1. **Number.** The number of Directors that shall constitute the whole Board shall be seven (7).

The Directors shall be elected at the Semi-Annual Business Meetings of the members, except as provided in Section 2 of this Article, and each Director elected shall hold office until the expiration of his term and until his successor is elected and qualified.

Directors shall be Regular Members of E.R.I.N.

All seven (7) members of the Board shall each be entitled to one (1) vote.

Every six (6) months the term of two (2) or three (3) members of the Board shall expire.

2. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.

A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

A Director to fill a newly created directorship shall serve until the next Semi-Annual election and until his successor is elected and qualified. Each such appointment by the Board shall be subject to the approval or disapproval of the members at the next regular meeting of the members.

If there are no Directors in office, then an election of Directors shall be held by the members to fill all vacancies.

3. **General Powers.** The business, control and management of E.R.I.N. shall be managed by and vested in its Board of Directors, which may exercise all such powers of E.R.I.N. and do all such lawful acts as are not by these Bylaws directed or required to be exercised or done by the members.

The Board, at its discretion, may establish standing and Ad Hoc committees and shall advise the membership of their existence.

4. **Make-Up of the Board of Directors.** Seven (7) members shall be elected by a vote of the membership at large and their term shall be for an 18 months and their terms shall be arranged so that two (2) or three (3) vacancies occur and are subject to being filled, by election, every six (6) months: Members of the Board must be E.R.I.N. members in good standing.

5. **Regular Meeting.** Regular meetings of the Board of Directors shall be held at least once a month, or more often as may be determined by the Board. At least five (5) days advance written notice of any regular Board meeting is required, but notice of the next regular Board meeting may be stated in the weekly bulletin issued prior to said next regular meeting.

6. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or any four (4) Directors and shall be held at such place as the President or Directors may determine. A special meeting may be called, without notification, if a quorum of the Board is present.

Notice of any special meeting of the Board of Directors, other than as provided in the first paragraph of Section 6, shall be given at least five (5) days previous thereto by written and/or telephone notice delivered personally or sent by mail or FAX to each Director at his address or telephone number as shown by the records of E.R.I.N.

7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

8. **Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

9. **Compensation.** Directors as such shall not receive any stated salaries for their services. But by resolution of the Board of Directors, reimbursement for certain expenses can be authorized by the Board as it may determine.

10. **Waiver of Notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any meeting by executing a written notice of waiver either before or after the time of the meeting.

11. **Nominating Committee.** A nominating committee will be appointed by the president to nominate candidates for the Board positions that expire at the end of the then current fiscal period. The nominating committee will be convened by the first regular membership meeting of November and May respectively.

The chairman of the Nominating Committee shall be selected by the members of the committee.

The persons nominated by the Nominating Committee as candidates to fill the vacancies in the Board of Directors shall be reported to the membership and said report of the Nominating Committee shall be ready for presentation to the membership no later than two weeks prior to the first membership meeting in December or the first membership meeting in June, respectively.

Additional nominations of candidates for the Board of Directors seats may be made from the membership at least two weeks prior to the semi-annual elections.

ARTICLE V Officers

Officers. The officers of E.R.I.N. shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article and determined by the Board of Directors. The Board of Directors shall elect all of the officers of E.R.I.N. Position of President requires tenure on the board for at least 6 months. All officers can succeed themselves twice for a maximum service of 3 terms.

1. The Board of Directors may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Any two or more offices may be held by the same person, except the offices of President.

2. Election and Term of Office

- A. **President/Vice President.** The President and Vice President must be members of the Board of Directors.

The President of E.R.I.N. shall serve for a term of six (6) months and hold office until his successor either takes office or is duly elected and qualified. The President shall not hold that office for more than two (3) consecutive six (6) month terms.

- B. **Secretary/Treasurer.** The Secretary and the Treasurer shall be nominated and elected by the Board of Directors at the Board of Directors meeting immediately following the Semi-Annual Business Meetings of the members.

The Secretary and treasurer shall serve for a term of six (6) months and hold office until their successors are duly elected and qualified. They may succeed themselves at the will of subsequently elected Boards of Directors.

- C. **Membership Vice President.** The membership V.P. shall be responsible for recruiting and welcoming new members into E.R.I.N. This officer shall have two (non-Board) committee members.

One committee member will be responsible for recruiting and will regularly request suggestions for new members from the general membership. This committee member will prepare a profile of the prospect for the Board of Director's consideration. Upon approval from the Board, the Recruiter will invite the prospective member to a regular E.R.I.N. meeting as a guest and make sure this prospective member is introduced.

The other committee member will be responsible for welcoming any new member and making sure the new person meets each general member and suggest scheduling one-on-one meetings with as many members as possible.

D. **Other Offices.** New offices including that of Vice-President(s) may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

3. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.
4. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of E.R.I.N. would be served thereby, but such removal shall be without prejudice to the contract rights, in any, of the officer so removed.
5. **President.** The President shall be the principal executive officer of E.R.I.N. and shall in general supervise and control all of the business and affairs of E.R.I.N.

He shall preside at all meetings of the members and of the Board of Directors.

He may sign, with the Secretary or any other proper officer of E.R.I.N. authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has previously authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors. Or by these Bylaws or by statute to some other officer or agent of E.R.I.N., and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. **Vice-President.** The Board of Directors has the option to appoint a Vice President(€). A Vice President shall perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.. In the absence of the President or in the event of his inability or refusal to act in his capacity as President, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

In the event that the President is not able to conduct the business of E.R.I.N., the Vice Presidents shall act in his place.

7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of E.R.I.N., receive and give receipts for moneys due and payable to E.R.I.N. from any source whatsoever.

Deposit all such moneys in the name of E.R.I.N. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.

In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors including:

- A. Issue and sign checks pursuant to policy adopted by the Board of Directors.
- B. Maintain an accounting system (general ledger and accounts receivable) and ledger for each member, in a manner to conform to state and federal requirements.

8. **Secretary.** The Secretary shall be responsible for:
 - A. Keep full and accurate minutes of all business meetings of the membership and the Board of Directors and such committee meetings as may be required from time to time.

- B. Keep accurate records of all of E.R.I.N.'s business correspondence;
- C. Be the custodian of such other records and property as may be entrusted to him/her;
- D. Perform such other duties as may be assigned to him/her by the President or the Board of Directors
- E. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- F. Keep a current list of all members of E.R.I.N., the list of members to be arranged in alphabetical order and containing the current post office address of each member.

9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

10. **Installation of Officers.** All officers shall assume the duties and powers of their respective offices and their terms shall begin on the first day of the next fiscal period immediately following the Semi-Annual meetings of the members.

ARTICLE VI Rules of Order and Amendments

- 1. **Rules of Order.** Robert's rules of Order shall be the parliamentary guide for E.R.I.N.
- 2. **Repeal, Alteration or Amendment.** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting, Semi-Annual meeting or any special meeting, if at least five (5) days written notice is given to each Director of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Furthermore, changes to the Bylaws will not become effective until thirty (30) days after the general membership has been notified of the changes.

If greater than 50% of the general membership opposes said changes then changes will be rescinded.

ARTICLE VII Term of Existence and Property

- 1. **Term of Existence.** E.R.I.N. shall remain in existence until such time as two-thirds (2/3) of its members in good standing vote to have it dissolved.
- 2. **Property.** No member shall have any separate right, title or interest in the assets of E.R.I.N. until it is duly and properly liquidated.

ARTICLE VIII Financial Limits and Responsibilities

1. **Fiscal Periods.** There will be two (2) fiscal periods within the year. The first fiscal period shall begin on the first day of January and end on the last day of June and the second period shall begin on the first day of July and end on the last day of December.
2. **Board Powers.** The Board of Directors must set a budget and dispense funds on behalf of E.R.I.N. It shall be incumbent upon the President to propose a budget for adoption at the first meeting of the new fiscal period.
3. **Books and Records.** E.R.I.N. shall keep correct and complete books and records of account and shall keep minutes of the proceedings of Board of Director meetings and regular membership meetings where the business of E.R.I.N. is transacted.
4. **Checks, Drafts or Orders.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of E.R.I.N., shall be signed by such officer or officers or agent or agents of E.R.I.N., and in such manner as shall, from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two (2) or four (4) Board Members designated to handle such matters.
5. **Deposits.** All funds of E.R.I.N. shall be deposited in a timely manner to the credit of E.R.I.N. in such banks, trust companies or other depositories selected by the Board of Directors.
6. **Gifts.** The Board of Directors may accept on behalf of E.R.I.N. any contribution, gift, bequest or devise for any lawful purposes of E.R.I.N.

ARTICLE IX Indemnification

Indemnification. Every Director, Officer, employee of E.R.I.N. and such others as specified from time to time by the Board of Directors, shall be indemnified by E.R.I.N. against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of E.R.I.N., or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.