

# **BY-LAWS OF IncreaseMyBiz, Inc.**

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## **STATEMENT OF PURPOSE**

IncreaseMyBiz, Inc., is a not for profit organization formed to practice the highest ethical standards and professionalism throughout the organization, to expand the client base of each participating member through an established referral network, to enhance the prospecting skills of each member, and to establish friendship, unity, and trust among its members.

## **ARTICLE I**

### **OFFICES**

Section 1. Principal Office. The principal office of the Corporation shall be located within or without the State of Oklahoma as may be determined by the Members.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of Oklahoma may be, but need not be, identical with the principal office of the Corporation. The address of the registered office may be changed from time to time by the Members.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of Oklahoma as the Members may designate or as the business of the Corporation may require from time to time.

## **ARTICLE II**

Section 1. Compensation of Officers. No officer shall receive compensation unless otherwise approved by the Membership.

Section 2. Removal of Officers and Agents. Any officer or agent elected or appointed by the Members may be removed by the Members whenever in their judgment the best interest of the Corporation will be served thereby.

Section 3. Term. All officers will be nominated by the membership and elected by a majority vote. Officers shall be elected every twelve months and shall consist of the following:

A. President - The president will be responsible for the overall operation of the group. He/ She will conduct the meetings, assure that the schedule and agenda are followed, and arrange for speakers, activities and the smoother operation of the group. The president

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shall appoint committees and delegate responsibilities as deemed necessary and appropriate. The president will be responsible for stimulating growth of the group.

B. Vice President - In the absence of the President or in the event of his death, inability or refusal to act, 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. The vice president may be the runner-up in the last election of officers. The vice president will assist in any way possible and/or as requested by the president. The vice president will assume the responsibilities of the president in the absence of the president.

C. Secretary - The secretary will be responsible for keeping minutes of all meetings, the preparation and mailing of the BRN (Business Referral Network) newsletter (electronic or paper) and maintaining group membership records and in general, perform all duties as from time to time may be assigned to him by the President, or by the Members.

D. Treasurer - The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected by the Members; and, (b) the treasurer will be responsible for maintaining the books of the group and the records of those members whose dues are paid and those who are in arrears. c) the treasurer is also responsible for the group's bank account at all times, and (d) in general, perform all of the duties as from time to time may be assigned to him by the President or by the Members. The treasurer shall prepare a financial statement every six months.

E. Marketing Director – The marketing director will be responsible for ensuring all marketing, internet, print, or otherwise, for the BRN group is as professional and effective as possible. He/she will also provide weekly presentations to inform and educate the group on new marketing techniques or ideas that would be beneficial in helping the members to grow their business.

F. Membership Chairman - The Membership Chairman will greet new and prospective members attending the lunch meeting. He/She will also provide orientation to the new BRN members and, in general, shall perform all duties incident to the office and such other duties as may be prescribed by the President and Members from time to time.

Section 4. New Members - Eligibility will be based on the group's objectives and must not duplicate a profession or business already represented in the group. In the event of a possible conflict in business interests, the existing member with whom the conflict may arise shall have

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the final say as to whether or not a conflict would exist. The membership committee shall have final approval regarding the appointment of a new member. A completed application must be submitted. New membership applications may be considered at any meeting of the group, and decisions presented after the following meeting. No applicant will be accepted as a member if they are a current member of another group whose purpose is similar to that of BRN.

## **ARTICLE III**

### **PURCHASING**

Procurement guidelines - When the BRN Group requires goods and/or services, members will be considered first as vendors; if no member is represented to provide the required service BRN will look to outside vendors. Members to be considered as vendors must be current with dues and standing for at a minimum of 90 days. However, if the member is unable to provide a similar product for a similar cost, BRN leadership may choose to use an outside vendor.

## **ARTICLE IV**

### **MANDATORY ATTENDANCE**

Each member's attendance is vital to the group's ability to network. Therefore, any member with more than 12 unexcused absences, unless granted prior approval, will be cause for declaring that business category open. Substitutes are allowed up to six times per year with out accounting for one of the 12 allowed unexcused absences.

## **ARTICLE V**

### **MEMBERSHIP DUES**

Dues - Membership dues will be \$245 annually and as otherwise modified by vote of the Members. Dues are delinquent after the third meeting of each quarter. A fine of \$5 will be added for delinquent dues.

Each member shall have a renewal date annually from the date of their acceptance into the Corporation.

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## ARTICLE VI

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Members may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Members may select.

## ARTICLE VII

Section 1. Duties and Responsibilities - In order for the group to be successful, each member must be committed to doing his/her part to help each other. The following is a basic list of duties and responsibilities which will be expected of each member.

A. Attendance: Attendance is extremely important. Members and guests are encouraged to arrive before 12:00 PM.

B. Recruiting: Members should make an effort to talk to their clients about the products and/or services offered through other members of the group.

C. Business Opportunities Connections: Each member is required to provide at least one each week. All leads must be submitted on the appropriate form and copies must be submitted to the secretary in order to receive the credit.

Section 2. Referrals - the group will recognize the following connections:

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- A. –Referral Slips – Referring Business to a member of the BRN Group
- B. Done Deal - Record of money made from business referrals
- C. Person to Person - Relationship building

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## **ARTICLE VIII**

### **GENERAL PROVISIONS**

Section 1. Dividends. The Members may from time to time by resolution declare, and the Corporation may pay, dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of its charter.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Member by law, by the charter of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. Unless otherwise fixed by the Members the fiscal year of the Corporation shall be the year beginning on the 1st day of January of each year and ending on the 31st day of December.

Section 4. Amendments. These By-Laws may be altered or repealed at any regular or special meeting of the shareholders or of the Members; provided that notice of such alteration or repeal must be contained in the notice of any such special meeting; and provided, further, that no change of the time or place of the meeting for the election of directors shall be made within sixty days next before the day on which such meeting is to be held, and that in case of any change of such time or place, notice thereof shall be given to each shareholder entitled to vote thereat at least twenty days before the election is held.

Section 5. Charter Provisions. In case of conflict between a provision in these By-Laws and a provision in the Articles of the Corporation, the Article provisions shall govern.

## **ARTICLE IX**

### **INDEMNIFICATION**

Section 1. Indemnification of Directors and Officers. The Members may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, employee or agent of this Corporation in an action, whether civil, administrative or investigative, whether or not the Corporation is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been

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committed by such person for an act alleged to have been committed by such person while a director, officer, employee, or agent, or by the Corporation, or both; unless the Members determines that such director, officer, employee, or agent was not acting in good faith or within what he reasonably believed to be the scope of his employment of authority and for a purpose which he reasonably believed to be in the best interest of the Corporation or its shareholders. This section specifically excludes willful misconduct, gross negligence of duty, or criminal acts. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action, including attorney's fees. This section does not apply to any action instituted or maintained by or in the right of the Corporation. The provisions of this section shall apply to the estate, executor, administrator, heirs, legatees, or devisees of a director, officer, employee, or agent and the term "person" where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisees of such person.

The Members may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law, agreement, vote of Members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executor and administrator of such person.

### **ARTICLE X**

#### DISSOLUTION

Dissolution of this Corporation shall be by two thirds of the vote of the Members and thereafter in accordance with the Statutes of the State of Oklahoma.

Upon dissolution, the assets of the corporation shall be distributed to another 501(C)(6) or 501(C)(3) organization or organizations to further development of small businesses in, and foster the economic growth of, Pottawatomie County.

Adopted this \_\_ day of August, 2012, by the Members of IncreaseMyBiz, Inc.

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PRESIDENT

ATTEST:

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Vice-President

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Treasurer

\_\_\_\_\_  
Secretary

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Marketing Director

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Membership Chairman