

Association of Network Marketing Professionals Bylaws

ARTICLE I: NAME

The name of this corporation is **Association of Network Marketing Professionals** herein referred to as the "Association" or "ANMP".

The name of this Association may be changed by a vote of the membership body.

ARTICLE II: PURPOSE

To positively impact, serve, educate, standardize, preserve, and unite network marketing associates and those who develop and create businesses within the network marketing community.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1. Membership Qualifications

Membership in this Association is open to all who:

1. Apply to join, and
2. Pay their annual dues, and
3. Agree to abide by the standards established by the ANMP for their specific category of participation in the network marketing community.

Membership dues are established by the Board of Directors.

Each member is entitled to one vote on each matter submitted to the membership.

Section 2. Membership Termination

Membership in the ANMP will be automatically terminated for non-payment of dues.

Membership may be suspended or revoked by a finding of the Board of Directors for any actions that are out of harmony with the standards established by this Association.

Section 3. Emeritus Members

For their great contribution, vision, and service to this Association we honor and recognize the great sacrifice of the following individuals:

Rod Cook, Chairman Emeritus
Cheryl Gonzalez, President Emeritus
Marcie Cook, Administrative Founder Emeritus

Members may be added as an Emeritus Member by a 2/3rds vote of the Board of Directors and a sustaining vote by the general membership.

Association of Network Marketing Professionals Bylaws

Section 4. Membership Meetings

Annual Meeting: The annual membership meeting of this Association shall be held each calendar year. The date of said meeting may vary at the discretion of the Board of Directors. The meeting may be held by teleconference call or webinar but a physical meeting must take place at least every other year. The secretary will see that all active members be notified of this meeting not less than thirty (30) days prior to the meeting. Notification will be delivered by email to the member's address of record and by posting to the ANMP website. Notice will state all information necessary for attendance.

Special Meetings: Special meetings for this Association may be called by:

1. the President when he/she deems it necessary
2. or by the petition of four (4) members of the Board of Directors
3. or by the petition of seventeen (17) members

Such action must be submitted to the secretary of the Association in writing at least ten (10) days before the requested meeting date and specify the business to be transacted.

Notices of such meeting will be delivered by email to the member's address of record and by posting to the ANMP website not less than seven (7) days before the scheduled meeting date. The notice will state the reason(s) the meeting has been called, the business to be transacted and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the majority consent of all present at such meeting.

Quorum: The presence of not less than seventeen (17) members will constitute a quorum and will be necessary to conduct the business of this Association; if a quorum is not met the meeting will automatically adjourn. A consensus of the board members in attendance shall reset the meeting date for a time not more than four weeks from the adjournment date. The secretary will provide notice as previously stipulated.

Order of Business: The Order of Business shall be: roll call, reading of the minutes of the preceding meeting, report from committees, report from officers, old or unfinished business, new business, and then adjournments.

Voting: At all meetings of the membership, except for the election of officers and directors, all votes shall be by voice. Secret ballots shall be provided for the election of officers and directors.

Vote Tabulation:

a) Physical Meeting: The chairman/president will appoint three persons who will act as "Inspectors of Election". At the conclusion of the balloting they will tabulate the votes and certify in writing to the chairman the results. This certification shall be made part of the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

b) Electronic Meeting: Software approved by the Board of Directors will be used for voting tabulation. This software will maintain the anonymity of the members voting while ensuring only members cast a one time vote.

Association of Network Marketing Professionals Bylaws

ARTICLE IV: OFFICERS

Section 1. Officers

The officers of the Association shall be elected by secret ballot at every annual membership meeting as follows: President, Vice President, Secretary, and Treasurer. Officers shall, by virtue of their office, be members of the Board of Directors.

Section 2. President - Duties

The president shall preside at all meetings. The president shall, by virtue of his office, be Chairman of the Board of Directors. The president shall present at each annual meeting of the Association an annual report of the work of the Association. The president shall see all books, reports and certificates required by law are properly kept or filed. The president shall be one of the officers who may sign the checks or drafts of the Association. The president shall have such powers as may be reasonably construed as belonging to the chief executive of any Association.

Section 3. Vice President - Duties

The vice president shall, in the event of the absence or inability of the of the president to exercise his or her office, become acting president of the Association with all the rights, privileges and powers as if he or she had been duly elected president.

Section 4. Secretary - Duties

The secretary shall ensure that the keeping of the minutes, appropriate books, and records of the Association are maintained as required by statute, federal or state. The secretary shall give and serve all notices to members of the Association. The secretary may be one of the officers required to sign the checks and drafts of the Association, present to the membership at any meetings any communications which shall be addressed to the secretary of the Association, submit to the Board of Directors any communications which shall be addressed to the secretary of the Association, attend to all correspondence of the Association and exercise all duties incident to the office of secretary.

Section 5. Treasurer - Duties

The treasurer of the association shall be responsible for the management of the Association's funds, with results reported to the board on a monthly basis and shall also perform the duties that usually pertain to this office or that may be assigned by the President.

Section 6. Immediate Past President - Duties

The immediate past president of the Association shall be an ex officio member of the Board.

Section 7. Compensation

No officer shall, for reason of the office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the Association for duties other than as an officer.

Association of Network Marketing Professionals Bylaws

Section 8. Vacancy & Removal

Vacancy of an office shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

An officer may be removed when sufficient cause exists for such removal. An officer may be removed for missing three consecutive board meetings. Also, the Board of Directors may remove any officer from the board with a 2/3rds vote. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the Association.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Board of Directors

The business of this Association shall be managed by a Board of Directors elected from the membership, consisting of no less than seven (7) and no more than seventeen (17) members.

The directors shall be voted on at the annual membership meeting of this Association in the same manner and style as the officers of this Association.

Section 2. Compensation

No director shall, for reason of the office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a director from receiving any compensation from the Association for duties other than as director.

Section 3. Vacancy & Removal

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A director may be removed when sufficient cause exists for such removal. A member may be removed for missing three consecutive board meetings. Also, the Board of Directors may remove any director from the board with a 2/3rds vote. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the Association.

Section 4. Meetings

Regular Meetings: The regular meetings of the Board of Directors shall be held on the third Tuesday of each month by teleconference or a physical meeting, unless such date falls during a holiday, or is unavailable due to circumstances too numerous to mention, in which event the President shall set a new date.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Each director and officer shall have one vote and such voting may not be done by proxy (i.e. No assistant may vote on the behalf of a director or officer).

Special Meetings: Special meetings for the board may be called:

1. When the president deems it necessary
2. Or by a request to the President of four (4) board members

Association of Network Marketing Professionals Bylaws

Notification to the board will be made by email at least three (3) days before the requested meeting date and specify the business to be transacted.

No other business but that specified in the notice may be transacted at such special meeting without the majority consent of all present at such meeting.

Quorum: A majority of the members of the Board of Directors shall constitute a quorum.

Voting: Each director and officer shall have one vote and such voting may not be done by proxy.

Order of Business: The Order of Business shall be: roll call, reading of the minutes of the preceding meeting, report from committees, report from officers, old or unfinished business, new business, and then adjournments.

ARTICLE VI: EMPLOYEES / INDEPENDENT CONTRACTORS

The Board of Directors shall hire and fix the compensation of any and all employees/independent contractors which they, in their discretion, may determine to be necessary in the conduct of the business of the Association.

ARTICLE VII: COMMITTEES

Section 1. Permanent Committees

The permanent committees of this Association shall be:

- Administration & Finance
- Communications, Publicity & Media
- Membership & Events
- Education & Training
- Ethics & Standards
- Legislation & Legal Affairs
- Issues & Dispute Resolution
- Fundraising
- International Affairs

Each committee shall work on specific activities relative to their charge and make recommendations to the Board of Directors.

Section 2. Temporary Committees

The President shall create temporary committees as needed.

Section 3. Organization

The President shall oversee the coordination of all committees, and may participate in any committee as a voting member of that committee.

Board members will volunteer or be assigned, as needed, to specific committees.

A committee chairman for each committee will be elected by a majority vote of the members of each committee and the committee chairman will report the results of the election to the secretary. A committee chairman must be a member of the Board of Directors.

Association of Network Marketing Professionals Bylaws

A vacancy of the position of committee chairman requires that a new chairman for that committee be immediately elected.

A committee chairman may invite or remove, as needed, active members of the association to participate within their committee, as they see fit.

ARTICLE VIII: INDEMNIFICATION

Each officer and board member of the Association shall be indemnified against all expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding to which he or she has been made a party by reason of being or acting as such member or officer.

ARTICLE IX: RULES OF ORDER

The most recent edition of the Robert's Rules of Order shall govern the conduct of all Association meetings except where they conflict with these bylaws.

ARTICLE X: AMENDMENTS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3rds of the attending members.