New York Chapter
Society for Marketing Professional Services

ARTICLE I. NAME

1.1. Name. The name of this not-for-profit corporation is the NEW YORK CHAPTER of the SOCIETY FOR MARKETING PROFESSIONAL SERVICES. It is hereinafter referred to in these bylaws as the Chapter. The Society for Marketing Professional Services is hereinafter referred to as the Society or SMPS.

ARTICLE II. PURPOSE

2.1. Purpose. The purposes of the Chapter are to promote the professional and educational advancement of persons engaged in marketing professional services and business activities on behalf of professional services firms, foster an understanding of the skills and techniques employed in such activities, and exchange of information related to such activities.

ARTICLE III. MEMBERSHIP DEFINITIONS

3.1. Eligibility. Membership in the Society shall be available to all persons having an interest in marketing and business development of professional services, consistent with our purpose, and who recognize and comply with the Society's Articles of Incorporation, Bylaws, and Standards and Code of Ethics. Membership in the Society is required for Chapter membership, and Chapter membership is automatic upon obtaining membership in the Society.

3.2. Membership Categories. The following are the membership categories. The Society's Board of Directors may establish other criteria for each membership category.

3.2.1. Regular membership in the Society is available to any individual who is engaged in marketing and business development for a firm that provides professional services.

3.2.2. Student membership in the Society is available to individuals enrolled in an accredited educational institution and as determined by the Society's Board of Directors.

3.2.3. Distinguished Life membership in the Society is automatically awarded to each President of the Society upon completion of his or her term of office. In addition, the Society's Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions towards enabling the Society to accomplish its purposes and goals. Distinguished Life members shall be exempt from payment of membership dues.

3.2.4. Retired membership in the Society is available to any regular member in good standing who is retired and who has been an active member of SMPS for a minimum of 15

years, upon application certifying that these requirements are met and upon payment of reduced annual dues as established by the Society's Board of Directors. Upon electing this status, a Retired member will no longer be eligible to vote or to serve as a member of the Board of Directors for the Society or the Chapter.

3.3. Applications. Any individual desiring to become a member of the Society (and the Chapter) must apply on forms approved and supplied by the Society. Applications must be accompanied by dues and the membership origination fee required for the first year of membership. Applications for membership shall be approved or denied by the Society's Chief Executive Officer or his or her designee.

3.4 Voting.

3.4.1. Each Regular and Distinguished Life member shall have one vote in all matters to be voted on by the members. Student and Retired members shall have no voting rights.

3.4.2. Any Regular member who has failed to pay the applicable dues at the time of any Chapter meeting shall not be entitled to vote. Unless applicable law requires otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum of twenty percent (20%) are present shall be the act of the members. Proxy voting shall not be permitted.

3.4.3. All matters, other than the election of directors and officers, to be submitted to members for a vote at a meeting of members may be acted upon by voice vote at such meeting, or by written ballot sent by mail or other electronic means, as determined by the Chapter Board of Directors. Voting for the election of directors and officers shall always be by written ballot, even when conducted at a meeting of members.

3.5. Dues.

3.5.1. Each member shall be obligated to annually pay dues in an amount as determined by the Society Board of Directors from time to time. Any member who has failed to pay the applicable dues by the date the membership expires shall be suspended and may not vote. Any member who has failed to pay the applicable dues for a period of sixty (60) days after the date of expiration of their membership term shall be terminated from membership.

3.5.2. Distinguished Life members shall be exempt from annual membership dues.

3.5.3. Upon written request by a firm that paid the membership dues for the current year for a member who is no longer affiliated with the firm, the SMPS membership shall be transferred to another person affiliated with the same firm for the remainder of the term at no additional cost. Those whose memberships are transferred by their firms to other individuals may continue their memberships for the remainder of the year at a discount rate established by the Society Board of Directors.

3.6. Termination of Membership. A member who fails to comply with the Society's bylaws or with its Code of Ethics in effect at the time may be removed from membership as provided in the Policies and Procedures adopted by the Society's Board of Directors.

ARTICLE IV. CHAPTER MEETINGS, AND VOTING

4.1. Annual Meeting. There shall be an annual meeting of the Chapter to be held at a time and place to be determined by the Chapter Board of Directors, to hear reports concerning the conduct of the Chapter's activities and to conduct such other business as may properly come before the meeting.

4.2. Special Meetings. A special meeting of the Chapter may be called by a majority of the members of the Chapter Board of Directors or by written request of at least ten percent (10%) of the members. Meetings of members may be held at any place within or outside the state of New York, and the call for the meeting shall state its purpose or purposes.

4.3. Notice. All notices required by these bylaws may be transmitted by mail or electronic means to the address currently on record with the Chapter. Wherever the term "mail" appears in these bylaws, it is intended to mean either regular mail, electronic mail, or both. Notice of the time and place of the Annual Chapter Meeting or Special Meeting shall be mailed at least thirty (30) and not more than sixty (60) days in advance of the meeting. Participation in meetings may occur in person or by electronic means of communication, provided that all participants are able to hear each other. Participation by electronic means shall be considered presence in person for all purposes of these bylaws.

4.4 Quorum. Twenty percent (20%) of members entitled to vote who are present, in person, or by written ballot, at any Chapter meeting shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Articles of Incorporation, or by these bylaws.

4.5. Membership List. The officer or agent having charge of membership records of the Chapter shall have available such records at the time and place of a membership meeting for the purpose of inspection by any member during the whole time of the meeting. Failure to comply with the requirements of this paragraph shall not affect the validity of any action taken at such meeting.

ARTICLE V. BOARD OF DIRECTORS

5.1 Number, Qualifications, Powers

5.1.1. The property, affairs, and business of the Chapter shall be managed and controlled by the Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter such powers as are provided for in these bylaws.

5.1.2. The Board of Directors (sometimes referred to as the "Board" and individual members thereof referred to as "director" or "directors") shall consist of the individuals currently serving as the President, the Vice President/President-Elect, the Immediate Past President, the Secretary, the Treasurer, and up to four Directors-at-Large.

5.1.3. To be eligible for election as a director, an individual must be a Regular or Distinguished Life member of the Society and must have been such a member for one (1) year as of the date his or her term of office commences. No individual may hold more than one Directorship at any time.

5.1.4. To be eligible for election as Vice President/President-Elect, the individual must have served on the Board of Directors for one year or served as a committee chair for one year.

5.1.5. To be eligible for election as Secretary, Treasurer, or Director-at-Large, the individual must have served on a Chapter committee for one year.

5.2. Election and Term. All officers and directors shall commence their regular terms of office on January 1.

5.2.1. The President, Vice President/President-Elect, Immediate Past President, Secretary, and Treasurer shall serve as directors by virtue of the office he or she holds. These directors shall serve until they no longer hold their respective offices.

5.2.2. The Vice President/President-Elect shall be elected at large, shall serve in that office for one (1) year, and shall automatically assume the office of President in the subsequent year. At the end of their term as President, the individual shall automatically remain on the Board of Directors for a one-year term as Immediate Past President.

5.2.3. The Secretary shall be elected at large for a two-year term and shall be elected in even-numbered years. Term limit shall be two consecutive two-year terms.

5.2.4. The Treasurer shall be elected at large for a two-year term and shall be elected in odd-numbered years. Term limit shall be two consecutive two-year terms.

5.2.5. Directors-at-Large shall be elected for a two-year term. Term limit shall be two consecutive two-year terms.

5.2.6. Nominations. No later than August 1 of each year the Nominations and Elections Committee shall issue a call for nominations for available positions on the Board. Nominations may be made by individuals (self-nominations are allowed) or by petition and must be received by the Nominations and Elections Committee by September 15. Petition nominations must be received by the Nominations and Elections committee by September 15 and must be signed by a minimum of ten percent (10%) of the Chapter membership as of September 15. All nominations must be submitted in such detail and include such

information as specified by the Board of Directors. The Board may specify a standard form for submission of nominations.

Individual nominations shall be screened and evaluated by the Nominations and Elections Committee to verify that the candidates meet all eligibility requirements for the office or position being sought. In the event there are no nominees for one or more of the available positions on the Board, the Nominations and Elections Committee may seek qualified candidates for those positions or may request one or more of any multiple candidates for another position to resubmit a nomination for the uncontested position; however, the Committee may not nominate a candidate to any position without the candidate's knowledge and consent. Should the Committee be unable to find an eligible candidate for any available position, that position shall be declared vacant as of the following January 1, after which it may be filled by appointment as provided elsewhere in these bylaws.

5.2.7. Election of Officers and Directors. The Chapter has elected to use the "Slate Method" for the election of all officers and directors. Accordingly, all candidates certified by the Nominations and Elections Committee to be eligible for the office or position requested will be discussed and evaluated by the Nominations and Elections Committee, meeting either in person or by electronic means to include phone call or online meetings technologies (e.g. Teams, Zoom, etc). Following discussion, the Committee shall select a slate containing one candidate for each open position on the Board, which the committee believes represents the best qualified individual for each position and which produces a desirable professional balance for the full Board.

A petitioned nominee may be included in the slate of candidates selected by the Nominations and Elections Committee, but if not selected by the Committee the petitioned nominee shall automatically appear on a ballot along with the slated candidate if the petitioned nominee meets all eligibility requirements for the position being sought.

No ballot is required if no candidates in addition to those selected by the Nominations and Elections Committee for its slate are submitted by petition; in this event the Secretary shall declare the Committee's slate elected by acclamation.

Otherwise a ballot for the contested office or position only, with names of the petitioned candidate and the Committee's slated candidate, shall be submitted to the membership no later than October 15. The election may be conducted at a meeting of the members announced for this purpose, or by mail ballot; if by mail ballot, completed ballots must be returned and counted no later than the last business day in October.

Mail ballots may be transmitted to the membership via US mail or other electronic means, and may be returned by any of those means, provided each returned ballot bears the printed name and signature of the member who has cast the ballot to permit verification of voter eligibility and to prevent duplicate voting. Ballots shall be certified and counted by at least two members of the Nominations and Elections Committee and the results announced to the membership by the Chair of the Committee.

5.3. Vacancies. Subject to the qualifications in 5.1, all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors.

5.4. Removal. A director may be removed from office for cause shown by a vote of a majority of directors currently in office. Cause may include failure to attend meetings regularly and/or failure to uphold the responsibilities of the specific position.

5.5. Ineligibility. A director who is no longer a Regular member of the Society shall be deemed to have resigned effective upon the termination or expiration of the membership.

5.6. Resignation. A director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice, a director's resignation shall be effective upon receipt by the Board, and a resignation as a director shall be deemed to also constitute resignation from office.

5.7. Meetings. The President shall set the time and place of the regular meetings of the Board, which shall occur at least eight times a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of New York.

> **5.7.1.** Any director may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

5.8. Notice. Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, telephone, or transmitted by other electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated director at such director's most recent address. If notice is given by telephone, it shall be deemed delivered when the director who is contacted has been spoken with directly. If notice is given by electronic means, it shall be deemed delivered when the message exits the sender's device and the message is not returned as "undeliverable." The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

5.9. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law or by these bylaws.

5.10 Voting. 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. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent or consents to such action shall be signed by all the directors then in office and filed with the Secretary of the Chapter.

5.11. Conflict of Interest. Any conflict of interest on the part of a director shall be disclosed to the Board of Directors and made a matter of record. Any director having any possible conflict of interest on a matter shall not vote on such matter. Such director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

5.12. Limitation of Liability. A director of the Chapter shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action, unless:

5.12.1. the director has breached or failed to perform the duties of his or her office under the Articles of Incorporation, or Bylaws of the Chapter or the Society, or applicable state statutes; and

5.12.2. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

5.12.3. These provisions shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state, or federal law.

ARTICLE VI. OFFICERS

6.1. Officers Generally; Election. The officers of the Chapter shall be a President, a Vice President/President-Elect, Secretary and Treasurer. Only Regular members or Distinguished Life members of the Society may serve as officers of the Chapter. The President and Vice President/President-Elect shall each hold office for a term of one year or until their successors are elected and have taken office, provided that the Vice President/President-Elect shall automatically become President on January 1. The Secretary and the Treasurer shall each hold office for a term of two years or until their successors are elected and have taken office. The Secretary shall be elected in even-numbered years, and Treasurer shall be elected in odd-numbered years. No more than one office may be held at one time by the same individual.

6.2. President. The President shall be the principal officer of the Chapter and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the Chapter, at all

meetings of the Board of Directors, and at all meetings of the Executive Committee; shall be the principal spokesperson for the Chapter; shall appoint (with the approval of the Board of Directors) the chairpersons of all Chapter committees (except the Finance and Nominations and Elections Committees); and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary or any other officer of the Chapter authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has 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 to another.

6.3. Vice President/President-Elect. In the absence of the President, the Vice President/President-Elect shall preside at meetings of the Chapter, the Board of Directors, or the Executive Committee. When acting as President, the Vice President/President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/President-Elect shall perform such other duties as may be assigned by the President or the Board of Directors.

6.4. Secretary. The Secretary shall ensure that the minutes of meetings of the membership, the Board, and Executive Committee are recorded and maintained in the permanent record of the Chapter, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

6.5. Treasurer. The Treasurer shall coordinate the development of the annual budget and oversee the financial integrity of the Chapter. The Treasurer shall assure the production of regular financial reports and an annual audit, shall handle banking tasks, serve as chairperson of the Finance Committee, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VII. COMMITTEES

7.1. Committees in General

7.1.1. Standing Committees. The Board may, by resolution, establish such permanent committees as the Board deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee, the Nominations and Elections Committee and the Finance Committee, each as described below. All standing committees shall include at least one director. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

7.1.2. Special Committees. The Board may, by resolution, establish one or more temporary or ad hoc committees ("special committees") to advise the Board or the President in the performance of their duties. No special committee may have or exercise any authority of the Board to manage the business and affairs of the Chapter. The

chairperson of a special committee shall be appointed by the President subject to Board approval and members of the committee shall be appointed by the committee chairperson. All special committees and their members shall serve at the discretion of the Board.

7.1.3. Term. Each member of a committee shall continue as such until the next annual Chapter meeting or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed with or without cause by a majority vote of the Board of Directors.

7.1.4. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

7.1.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.2. Executive Committee. The Executive Committee shall consist of the President, Vice President/President-Elect, Immediate Past President, the Secretary and, the Treasurer, with the President serving as chairperson. The Executive Committee may, subject to the provisions of Section 7.2.1, exercise the powers of the Board of Directors when the Board is not in session, reporting any action taken to the Board at the Board's next meeting.

7.2.1. The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

7.2.1.1. amending, altering or repealing these bylaws;

7.2.1.2. electing, appointing, or removing any member of the Executive Committee or any director or officer of the Chapter;

7.2.1.3. amending the Articles of Incorporation of the Chapter;

7.2.1.4. adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;

7.2.1.5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter;

7.2.1.6. authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore;

7.2.1.7. adopting a plan for the distribution of the assets of the Chapter; and

7.2.1.8. authorizing expenditures in excess of amounts set forth in the annual budget of the Chapter as approved by the Board of Directors.

7.2.2. Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors within one month of the meeting and reported at the next meeting of the Board.

7.3. Nominations and Elections Committee

7.3.1. The Nominations and Elections Committee shall consist of at least five individuals, each of whom has been a member of the Chapter for at least one (1) year and who represent the diverse membership of the Chapter. The chair of the committee shall be the Vice President/President-Elect of the Chapter, who shall appoint the other members, subject to approval of the Board of Directors. The members of the Nominations and Elections Committee shall not be candidates for election to the Board of Directors.

7.3.2. The committee shall actively seek candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors.

7.4. Finance Committee. The Finance Committee shall consist of the President, the Vice President/President-Elect, and the Treasurer, with the Treasurer as chairperson. The Finance Committee shall be responsible for the general supervision of the Chapter's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual Chapter audit, and alert the Board to financial ramifications of the Board's decisions.

ARTICLE VIII. Administrator or STAFF

8.1. Administrator. The Board of Directors may employ an individual to serve as an administrator for the Chapter and shall fix the terms and conditions of such employment or contract.

ARTICLE IX. DELEGATION OF AUTHORITY

9.1. Delegation. The Board of Directors may authorize any officer or agent of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. No member or chapter Board may obligate the Society or act as its agent in any matter, and the Society is not responsible for any obligations incurred

by any member or chapter, except as and to the extent so authorized by the Society's Board of Directors.

ARTICLE X. INDEMNIFICATION

10.1. Indemnification. The Chapter shall indemnify any person and may purchase insurance, for any purpose and to the greatest extent authorized by law. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE XI. MISCELLANEOUS

11.1. Fiscal Year. The fiscal year of the Chapter and Society shall begin on the first day of January and end on the last day of December.

11.2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of these bylaws, the Articles of Incorporation, or the general not-for-profit corporation law of the state of New York, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11.3. Use of Assets. The Chapter's funds and other assets shall be used only to accomplish its legitimate exempt purposes, and no part of those funds or assets shall inure to the benefit or, be distributed to, any member of the Chapter, or any other person having a personal or private interest in its activities, except for reasonable salaries or fees paid to individuals employed or retained to perform necessary services to the Chapter as provided in Article VIII of these bylaws.

11.4. Dissolution. Upon dissolution of the Chapter, any funds or other assets remaining after payment of all obligations of the Chapter shall be distributed to the Society for Marketing Professional Services.

11.5. Robert's Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these bylaws.

11.6. Use of Logo. Use of the Society's and Chapter's logos is authorized only by those members and employees of the Society or Chapter conducting official business of the Society or Chapter and must conform to appropriate use of logo as outlined in the Society's Policies and Procedures.

Article XII. Amendments

12.1. Amendments. These bylaws may be amended by vote of the members, upon the recommendation of a majority vote of the entire Chapter Board of Directors currently in office, after having received approval of the proposed amendment by the Society. A notice of any proposed amendment or a summary thereof shall be mailed to the members not less than thirty

(30) days prior to the date of a meeting of members at which such amendment is considered, or not less than thirty (30) days prior to the deadline for receipt of mail ballots. If considered at a meeting, at least twenty percent (20%) of the members entitled to vote must be present; if voting on the amendment is by mail, at least twenty percent (20%) of the members eligible to vote must cast a ballot. In either instance a majority of the members voting shall be required to approve the proposed amendment.