

Restated and amended
PROFESSIONAL INBOUND NETWORK, INC.
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BY-LAWS

ARTICLE I - ORGANIZATION AND NAME

This Corporation is a non-stock, non-profit corporation existing under the provisions of the laws of the State of Delaware. The name of the corporation is "Professional Inbound Network, Inc., (hereinafter referred to as PIN).

ARTICLE II - PURPOSES

1. Purposes. The purposes of this corporation are:

- a) to promote the highest standards of ethics and service among its members
- b) to provide members and others with opportunities for dialogue, education, advancement and improvements of all aspects of products of Professional Teledata Inc system & software. (hereinafter referred to as Protel) through meetings, seminars, publications and other programs and activities.
- c) to articulate and advocate needs and interests of members using the products of , Professional Teledata, Inc., and with others.
- d) to stimulate interest and demand for industry products and services to the benefit of the members
- e) to pursue group buying opportunities, enhancements, and discounts to the advantage of members
- f) to have and to exercise to the extent necessary and desirable for any of the aforesaid purposes, any and all powers permissible and conferred upon a nonprofit corporation incorporated under the laws of the State of Delaware

ARTICLE III - MEMBERSHIP

1. Voting Membership. There shall be two classes of voting membership in this organization which shall be limited to persons or firms who own and operate a Professional Teledata Inc system and software. Multiple membership due to ownership by the same person or firm of multiple PROTEL systems at different sites are not permitted.

Regular membership and PI-2000 only membership with dues of \$100 per year. This rate would include access to the listserv and webinars at the regular member rate (if any) All conference registrations would be charged at a premium 'non-member' surcharge for the 1st registrant with additional registrations from the same company eligible to register at the prevailing regular member rate. This PI-2000 Only rate is not available to companies that own, lease or operate a Pinnacle or similar PTD system.

2. Associate Membership. Individuals or firms who sell products or services to member firms shall be eligible to join the organization as associate members. Such Associate Members shall be non voting members and the qualifications for such members shall be set for time to time by the Board of Directors.

3. Eligibility to Vote. All voting members in good standing shall be eligible to vote. In the event of dispute regarding the eligibility of any member to vote, the Board of Directors shall be the final judge in resolution of such disputes.

4. Application for Membership. Applications for membership shall be in writing and signed by a principal of the applicant, stating the name of the proposed member, the business address and telephone number, length of time in business, and the total number of licensed operating positions owned by the applicant. The application shall be accompanied by the current enrollment or initiation fee together with the established first year dues.

5. Suspension, Removal and Re-admission. Any Member who has failed to pay his or her dues or assessments after 60 days from the billing shall be suspended from membership, after notice in writing by certified mail. If payment on the delinquent account is made within 30 days from receipt of such notice, the suspension shall be automatically withdrawn. Otherwise, a suspended member may seek re-admission in accordance with the requirements for new applicants for membership.

6. Communication: All communication required herein, may be by regular mail or, electronic transmission, as appropriate

ARTICLE IV - DUES

1. Dues. Membership dues shall be fixed by the Board of Directors.

2. Initiation Fees and Assessments. The Board of Directors may establish initiation fees or assessments of members from time to time as needed in the best interests of PIN.

ARTICLE V - OFFICERS AND DIRECTORS

1. Number, Election and Quorum. There shall be a minimum of five (5) Directors elected by the membership. All Directors must be members of PIN. A majority of Directors present at any duly called meeting shall constitute a quorum for doing business.

2. Officers and Election. There shall be a President, Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors immediately following the Annual Meeting of PIN membership.

3. Term. The term of Directors shall be for two years except for the first year of the organization. For the first year of the organization, three members shall be elected for one year terms until the next annual Membership Meeting. Two members receiving the most votes shall be elected to two year terms. Board Members shall be limited to two consecutive two year terms each. Officers are limited to no more than two 1 year consecutive terms.

Past President. The outgoing President shall serve as Honorary Director of PIN during the succeeding administration, but without a vote.

ATSI Representative: See addendum "ATSI Representative Guidelines" provided by ATSI

4. Vacancies. Vacancies occurring in the Board of Directors except the President may be filled by an interim appointment of a qualified Director nominated by the President and approved by a majority of the Board. Such interim Director shall serve for the unexpired term and shall not be disqualified from election to a full term at the next annual meeting of the Membership.

6. Voting by Mail: The Board of Directors may conduct its business by mail ballot or electronic telecommunication. Action taken by ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of the Board.

7. Removal:

- (a) A Director may be removed at any time, with or without cause, by a majority vote of the Regular Members in good standing, or
- (b) Any Director who, without being excused by the Board of Directors, shall be absent from two (2) consecutive meetings of the Board, shall be automatically removed from office and a successor appointed by the Board to fulfill the Directors unexpired term of office pursuant to the vacancy provisions of these Bylaws.

ARTICLE VI - POWERS AND DUTIES OF OFFICERS AND DIRECTORS

1. President. The President shall preside as Chairman at all PIN meetings and meetings of the Board of Directors. She/he shall appoint all committees and their chairpersons and be an ex-officio member of all Committees except nominating.

2. Vice-President/President Elect. The Vice President/President Elect shall assume the duties of President in his/her absence or inability to attend a duly called meeting of the Board of Directors or of the Membership.

3. Secretary. The Secretary shall be responsible for keeping records of all meetings of the membership or the Board and any action thereat, and shall give notice of all meetings of members and Directors.

4. Treasurer. The Treasurer shall keep proper accounts of all moneys received and expended, and shall make disbursements upon the order of the President or the Board of Directors. He/She shall make an annual report to the membership and to the Board of Directors. The Executive Director may serve as assistant Treasurer.

5. Powers. The Board of Directors shall have the power and the duty to conduct generally the affairs of PIN except as otherwise provided in these Bylaws. They may adopt such rules and regulations as they may deem expedient for the good order, welfare and convenience of the members and for admission to membership. They may engage agents and employees. They may suspend from the Board of Directors any member deemed guilty of acts which may be determined to be detrimental to the best interests of PIN. Such member shall have a right to appeal to the entire membership.

ARTICLE VII - ELECTIONS

1. Election of Directors. A Nominating Committee of at least two (2) members appointed by the President, shall present annually a slate of Directors to be elected at the Annual Meeting of the members, at least Thirty (30) days prior to the Annual Meeting. The slate of nominees shall be distributed to the members at least fourteen (14) days in advance of the Annual Meeting. Additional nominations may be made from the floor prior to the election. Any member who wishes to serve on the Board should submit to the President in writing, notice of their interest at least forty-five (45) days in advance of the meeting in order to be put on the ballot. Directors shall be elected at the Annual Meeting by a ballot of the members in good standing present and voting at the Annual Meeting of the Association. No proxy votes may be cast for the election of Board of Directors. After nominations are closed, the chairperson shall conduct the election in accordance with good parliamentary procedure. The ballots shall be counted, and the tally posted immediately. The candidates receiving the majority of votes of the members present shall be declared elected.

2. Term. Officers and Directors shall take office immediately upon final adjournment of the Annual Meeting of the membership, and shall hold office until their successors shall have been duly elected.

3. Committee. The Standing Committee is as follows: Nominating. Other committees may be appointed by the President.

4. **ARTICLE VIII. EXECUTIVE DIRECTOR AND STAFF**

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6. 10.01 **Appointment:** The Board of directors may appoint or hire an Executive Director or such other management personnel as the business of the Association may require; the Executive Director may be an employee of the association or independent contractor.

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8. 10.02 **Authority and Responsibility:** The Executive Director, or other such management personnel, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President.

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10.(a) The Executive Director shall supervise, direct, and control the business affairs of the Association; hire, supervise and direct all employees of the Association if any;

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12.(b) Have the power to delegate responsibilities and commensurate authority to his or her subordinates;

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14.(c) Supervise, direct, and control the collection and disbursement of all funds of the Association in accordance with the specific or general policies and instructions of the Board of Directors;

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16.(d) Attend all meetings of the Board of Directors whenever practical, serve as the staff advisor thereof;

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18.(e) Have such powers and duties as may be prescribed by the Board of Directors from time to time.

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ARTICLE IX- MEETINGS

7. Annual Meeting. The Annual Meeting of the members shall be held at such time and place as determined by the Board of Directors. Notice of the Annual Meeting shall be mailed by the Secretary to all members at least thirty (30) days prior thereto.

1. Communication may be made by regular mail or electronic transmission as appropriate

2. Special Meetings. Special meetings of the membership may be called by the President, or by written request of ten (10) members of PIN to the President, stating the purposes of such meeting.

3. Board Meetings. The Board of Directors shall meet annually and at such other times as may be called by the President, or by five (5) members of the Board.

4. Quorum. Twenty (20) percent of the members of PIN in good standing, who are present in any meeting, shall be deemed a quorum for the conduct of elections and of business of PIN. A majority vote of the members so present shall be sufficient for the adoption of any resolution.

5. Record Date. A record date for the purposes of determining members entitled to vote at any meeting of members, or for the purpose of any other action, the Board of Directors shall fix in advance a date as the record date for any such determination of members. The Record Date shall not be more than sixty (60), nor less than ten (10) days before the date of the

meeting, nor more than sixty (60) days before any other action.

6. Action Without Meeting. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a Committee thereof, may be taken without a meeting if, before or after the action, all members of the Board or the Committee, consent thereto in writing. Such consent has the same effect as a vote of the Board or Committee for all purposes and shall be filed with the minutes of the proceeding of the Board or the Committee.

7. Participation Without Meeting. Members of the Board of Directors or any Committee thereof, may participate in a meeting of the Board or such Committee by conference telephone call or similar communication by means of which persons participating in the meeting can communicate with each other. Participating by such means shall constitute presence in person at the meeting.

8. Compensation. Members of the Board of Directors shall receive no compensation for their services as such but may, by resolution of the Board, be reimbursed from available funds in whole or in part for their travel expenses reasonably incurred in attending such meetings of the Board of Directors as it may be determined, and in accordance with such reimbursement methodologies as it may from time to time establish.

ARTICLE X - LIMITATIONS OF AUTHORITY

No member or group of members shall take any action in the name of or on behalf of PIN unless duly authorized in conformity with these Bylaws. Any unauthorized action in the name of PIN shall be deemed wholly void and not binding on PIN or any of its members and shall not be construed to be the official act or acts of Professional Inbound Network, Inc.

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.01 Officers and Directors shall be indemnified as follows:

- (a) The Association shall indemnify and hold harmless every director and officer including the Executive Director, and such person's heirs, executors and administrators, for all expenses (including reasonable attorneys' fees) and court costs, judgments, liabilities, fines, and amounts paid in settlement in connection with or resulting from any claim, action, suit or proceeding asserted or threatened against him/her, by any civil, criminal, administrative or investigative action, threatened, pending, or completed, in any court, administrative agency or otherwise by reason of being or having been a director or officer, except in relation to matters as to which a director or officer is finally adjudged in such claim, action, suit or proceeding as being guilty of negligence or misconduct, including but not limited to willful or fraudulent conduct detrimental to the best interests of the Association, in respect of the matter in which indemnification is sought.
- (b) If the Association has not fully indemnified any Director or Officer, or former Director or former Officer, the courts in the proceeding in which any claim against any Director or Officer has been asserted, or any court having the requisite jurisdiction of any action instituted by such Director or Officer on his/her claim for indemnity, may assess

indemnity against the Association for the amount paid by such Director or Officer in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Association), and any expenses and costs including attorneys' fees actually and necessarily incurred by him/her in connection therewith to the extent that the court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under their Article of the Bylaws only if the court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

- (c) Any indemnification in accordance with the foregoing (unless ordered by a court) shall be made by the Association upon a determination that indemnification of the Director or Officer is proper in the circumstances because he/she shall not have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; and such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of the Directors who are not parties to such a claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (d) The indemnification provided by the Article shall not be titled exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of directors, principle of law or otherwise and shall inure to the benefit of heirs, executors, administrators and devisees of such person.

ARTICLE XII - AMENDMENTS

Any amendments, modifications or recessions of this Constitution and Bylaws of PIN shall be voted by a majority vote of the Board of Directors in any meeting having been duly called and noticed of proposed amendment having been made, a quorum of Directors being present.

Changes approved by board 03/06/08

Motion reworded: To create a new dues rate level for PI-2000 only membership of \$100 per year. This rate would include access to the listserv and webinars at the regular member rate (if any) All conference registrations would be charged at a premium 'non-member' surcharge for the 1st registrant with additional registrations from the same company eligible to register at the prevailing regular member rate. This PI-2000 Only rate is not available to companies that own, lease or operate a Pinnacle or similar PTD system.

The original motion was made by Rick and 2nd by Peter and will be voted on 3/14/09 board meeting

Board Meeting called to order at 4:59pm by President Phyllis Shaw, all board members present except Peter Gross who was excused: Motion to accept the by-laws change made by Rick Bensman, 2nd by Larry Bear – motion passed unanimously Motion made by Larry to adjourn 2nd by Charlie and the meeting was adjourned at 5:02pm

**April 13, 2015: BOD call discussed reduction of the number of the board directors.
Current states 7, change wording to a minimum of 5 directors**