

**BYLAWS
OF
OPPORTUNITY FOR NETWORKING ENTREPRENEURS (ONE™),
INC.**

The name of the organization is Opportunity For Networking Entrepreneurs (**ONE™**), Inc. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(6) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 5 voting director(s). Each individual group of *ONE*TM Inc. Moderator's will be represented as a Non-Voting Advisory Board Director.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In a determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall disqualify that director from voting.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. Board of Directors and Officers will be decided on as per Rule 5a in the Guidelines and Objectives.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The President will ensure that Roberts Rules of Order are followed at all meetings.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice-President will be responsible for *ONE*TM website and other IT support as needed by *ONE*TM

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Membership Director. The Membership Director shall work with the individual group's membership coordinators to ensure that all members are in good standing with the organization and dues are current. Additionally, the Membership director will work with each individual group's membership coordinators to promote a robust number of industries represented within the groups. While there is no set minimum or maximum number of members within a group, the Director will assist each group where necessary to monitor group size. The Membership Director will also be the entry point for the creation of new groups within the organization.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Section 4. Formation of Groups. Group formation and operation including Group Names must be approved by the Board of directors according to the "Guidelines and Objectives of *ONE*TM".

Section 5. Guidelines and Objectives.

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1. ONE™ Mission Statement

Business Partners dedicated to serving and supporting members by growing businesses together through an intentional leads/referrals program, connecting professionals and inspiring future leaders.

2. How ONE™ Groups Operate

ONE™ Groups are groups of Business people, Professionals or Individuals who join together with an intentional leads/referral program according to the **ONE™ guidelines**. **ONE™** will officially operate from January 1 to December 31 of each calendar year. **ONE™** Groups are based on trust, commitment and leads/referrals. A successful Leads Group has committed members who attend meetings regularly, develop trusting and professional business relationships, and pass quality business leads and referrals. In order to uphold loyalty between group members, individuals may only participate in one group. It is normal for new members not to receive leads in the first few months, since this is time spent conveying a member's company needs and identifying potential customers. It also takes time for group members to understand and trust products and services of other members. It is important for members to effectively convey their needs to the group members so they can receive quality leads and referrals. Likewise, offering quality leads to group members develops and strengthens a member's position in the group. However,

the success of the **ONE™** Groups will be measured by encouraging members to exchange leads/referrals with members of all **ONE™** Groups.

3. Membership

A Business Person, Professional or Individual may only join one group. However, a member company may have multiple representatives sitting in different groups at one time. Membership into a group cannot be refused on any basis other than duplication of industry or if the member does not uphold the guidelines and objectives. ***Membership in a group will consist of an invitation as a visitor from an existing member. The visitor will be interviewed by the Group's Membership committee and a recommendation for approval by the ONE™ Board of Directors***

4. A Conflict of Business Interest

ONE™ members promote what generates the bulk of or 70 percent of their business or industry. Each member has a designated industry. A conflict may occur when a new member wants to join a group and has an overlapping industry or focus area in that industry. The new member may not join the group if there is a conflict of industry with someone already in the group.

5.a ONE™ Leadership

ONE™ will consist of a 5 Member Board of Directors, and an Advisory Board consisting of a Moderator from each group. The 5 Member Board of Directors will elect officers of President, Vice-President, Secretary, Treasurer and Membership Director. Each director will serve a two (2) year term with a rotation of 2 Directors the Even year and 3 Directors on the Odd year. Director Terms will begin on January 1 and end on December 31 of the calendar year. The Moderators will serve strictly as an advisory board. If ONE™ increases the number of Groups beyond 5, An At-Large member will be elected to the Board of Directors by the total membership per every two (2) newly formed groups. Ex. 5 Groups = 5 Board Members

7 Groups = 6 Board Members

9 Groups = 7 Board Members

5.b Group Leadership

All **ONE™** Groups will have Leadership Teams consisting of a Moderator, Assistant Moderator, Secretary/Treasurer, Communications Coordinator, Membership Director, Events Planner and two Welcoming Members who will conduct and lead the meetings for a period of one year. Terms will run from January 1 to December 31 of each year. The Leadership Team is responsible for regulating all of the **ONE™** guidelines and objectives which have been set forth by all Leadership Teams and the **ONE™ Board of Directors**.

6. Joining **ONE™**

A Business Person, Professional or Individual must complete and sign an agreement with payment to ONE™. Applications must be submitted to a group Moderator or Membership Director in person. Be sure to specify your industry and other pertinent information on the application, and make checks payable to **ONE™**. Please contact the **ONE™** Groups on your own from the leadership roster, for those days and times that work best for you. Once your agreement has been submitted, please contact Group Moderator for an up to date **ONE™** leadership roster.

7. Meetings

ONE™ Meeting dates, times and places will be at the discretion of each group, typically in the mornings, as early as 7 a.m., or over the lunch hours, beginning at 11 a.m., Tuesday, Wednesday and Thursday's. ONE™ Groups will meet once a week. The suggested meeting time is an hour and a half. Meeting Agenda will be set by the ONE™ Board of Directors.

Meeting Agendas

1. Networking
2. Open Meeting
3. Introduction of Leadership Team and Guests
4. Communications Coordinator
5. M&M Scheduling (Member and Member)
6. 30 Second Commercials
7. 5 Minute Member Presentation (Core Group)
8. 5 Minute Member Presentation (**ONE™** Groups)
9. Leads/Referrals/Testimonials
10. Announcements
11. Meeting Adjourns

8. Attendance Policy

Attendance is critical and mandatory in a Leads/referral Group. Prompt and regular attendance shows your commitment to your **ONE™** group. If you cannot attend a meeting, you are expected to have a substitute. The substitute would participate as your representative. Moderators take attendance at each meeting. You are expected to communicate an absence to your group and/or Moderator. The **ONE™** requests that you voluntarily withdraw from your group if you cannot meet the attendance policy or other requirements of the group. The **ONE™ group can dismiss a member due to absenteeism.** Please contact your Moderator if you need to withdraw from your group. Attendance requirement will be 80% of the meetings per each quarter of the calendar year.

9. M&M's

M&M's are Member and Member meetings. These meetings are designed to be minimum one (1), one on one meetings between the members with the purpose of introducing the products and services of each member and creating a strategy on how they can help each other through leads/referrals. M&M meeting requirements will be one (1) meeting per quarter of each calendar year.

10. Leads and Referrals

Quality leads/referrals are essential to maintaining a quality Leads Group. The following are some different types of leads that can be passed:

Cold Lead/Referral: Has not requested your service but is a good lead for you

Warm Lead/Referral: Contact may or may not need your service but would like to hear from you.

Hot Lead/Referral: Has discussed doing business with you; contact immediately

Soft Lead/Referral: Yourself to an existing *ONE™* Member (of your group)

Leads/referrals may be obtained anywhere, such as social or business functions, family events, luncheons or seminars. Leads/referrals can be passed among group members at group meetings or outside the scheduled meeting time. Soft Lead/Referral will not be recorded for award purposes. However, a Soft Lead/Referral to another *ONE™ Group* will count for recognition awards.

11. Visitors and Guests

Guests or visitors are encouraged to attend a *ONE™* meeting. Visitors must contact the Group moderator before attending a group. Guests may attend at the invitation of a current group member. Visitors and guests are welcome to pass leads/referrals but we ask members to refrain from passing leads/referrals to guests. Visitors and guests are asked not to put their business cards in the group card binder. Visitors and guests may join a group if they:

a. Selected by the *ONE™* Group Membership.

b. There is no conflict of industry; the *ONE™* fee has been paid, and they have agreed to the guidelines and objectives.

12. *ONE™* Agreement

All *ONE™* Members must sign an Agreement with *ONE™* on the regulations and objectives of *ONE™*.

13. Tracking and Accountability

ONE™ will contract with a software provider which will be used by *ONE™* groups to track leads/referrals given, accepted, business closed and meeting attendance. If an expense becomes involved with the Software provider, the expense will be assessed to each *ONE™* member. This fee will be in addition to the *ONE™* membership dues.

14. Accounting

Accounting of the *ONE™* groups will be the responsibility of the Secretary/Treasurer of each group. All dues and expenses will be accounted for through the *ONE™* general budget as a separate line item element. However, at the discretion of each group, the group will decide if there should be a separate account outside of *ONE™* for meals and entertainment.

15. *ONE™* Relevance

Scoring will be recorded of each member's participation through the approved software provider. Awards will be presented to the top participants of each group at the annual *ONE™* Awards Banquet. Tracking of awards will be based on a Calendar year of January through December.

16. Membership Fee

The Membership period will run from January 1 to December 31 of the each year. Membership fees will be determined by *ONE™ Board of Directors annually*. Memberships can begin at any time of the year with a pro rata of (annual fee / 12 months) per month to the end of each year. All memberships fees must be payable to *ONE™*.

17. *ONE™* Governance

The *ONE™ Board of Directors* will govern the *ONE™* groups. All rules, requirements and objectives will be decided and enforced by the *ONE™* Board of Directors. *ONE™* groups are encouraged to make recommendations and suggestions as to the rules and operation of the groups. However, final approval will be by the *ONE™* Board of Directors.

18. Starting a *ONE™* Group

Any Business person, Professional or Individual can join a *ONE™* group by going through the proper approval procedures of *ONE™'s Board of Directors*. First, a startup group must create a 5 member Leadership Team consisting of Moderator, Assistant Moderator, Secretary/Treasurer, Membership Director and a Communications Coordinator. The 5 member group must attend 4 consecutive meetings of an existing group. Once completed, the new *ONE™* group can begin to function on their own subject to approval by the *ONE™ Board of Directors*.

****If an industry chair is occupied in all groups, the industry (business) would have to wait for a new group to be created or startup a new group according to the rules and guidelines.**

**ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE V
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by a two-thirds majority present of the paid membership of **ONE™**. A majority of the membership (50% +1) would constitute a quorum for a meeting. For the purpose of amending bylaws, a two-thirds (2/3rds) majority is required of the membership present at any regular or special meeting. The text of the proposed change shall be distributed to all paid members at least ten (10) days before the meeting. A substitute for a member constitutes a member's presence. Therefore, a substitute can vote for a paid member.

**ARTICLE VI
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Greg Eisman, President of Opportunity For Networking Entrepreneurs (**ONE™**), Inc., and Grant Gravois, Secretary of Opportunity For Networking Entrepreneurs (**ONE™**), Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on June 18, 2020.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on June 18, 2020.



Greg Eisman, President

7/23/2020

Date



Grant Gravois, Secretary

7/23/2020

Date