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Each Chapter shall be known as Referral Partners Plus, along with a determined sub-chapter name, and will have permission to use that name as long as the Chapter follows the rules established by the association's by-laws.

Section 2: Notice

Sub-Section 1: Place of Meetings

Meetings may be held at such a place as the Board may from time to time determine, or as may be designated in the notice of the meeting.

Sub-Section 2: Annual Meeting of Members

Members are to have at least one annual meeting.

Sub-Section 3: Notice

Notice may be given to any person either personally; by sending a copy thereof through first class mail, postage prepaid, to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such person; or other electronic communication at such number or address supplied by the person for the purpose of such notice. If the notice is sent by mail or telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the mail or when such facsimile, email, or other electronic communication is made. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Notice shall be provided no less than ten (10) days unless for special meetings in which such notice shall be no less than five (5) days.

Sub-Section 4: Waiver of Notice

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3: Principal Office of the Entity

The principal office of RPP is 800 New Holland Avenue, Rear Second Floor, Office 213 Lancaster, PA 17601.

Article 2: Organization Structure

Section 1: Non-Profit Organization Structure

RPP is organized under the Pennsylvania Nonprofit Law of 1988 (the "Act") and is organized exclusively for non-profit purposes including but not limited to bringing together business professionals and small businesses for mutually beneficial education in the many facets of ownership and operation of businesses.

No part of the net earnings of RPP shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that RPP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of RPP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, RPP shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of RPP.

Article 3: Purpose

Section 1: Purpose

The members of Referral Partners Plus (RPP) are professional businesspeople whose goal is to generate new business by developing professional and personal relationships with each other. Each RPP Chapter grants exclusive membership to only one person in each business category.

Section 2: Referrals

Sub-Section 1: Purpose

The first word in the organization's name is REFERRAL. Referrals are the lifeblood of our organization and one of the main reasons we are each a part of RPP. Each member is to provide his or her fellow members with a certain number of "referrals" within a specified timeframe as determined by the Board of Directors (BOD).

Our organization's value is derived from quality referral leads being exchanged between members of the organization.

Sub-Section 2: Definition of a Referral

A referral is a pre-arranged contact with a potential business opportunity. A referral is a confirmed lead. A referral occurs when a RPP member arranges a meeting and/or phone call between a RPP member and another person. Referrals also occur when one RPP member uses the services of another member.

The following clarifications & examples are intended to assist when determining what constitutes a verified referral and the frequency with which to enter the referral.

- External Sale or Service Referral to Another Person/Business Example: You refer someone from outside of the organization to a member within the organization for either a point of sale or service. This counts as '1' New Referral
- Point of Sale Referral Example: You purchase a product (invoice/payment or payment/receipt) from another RPP member. This counts as '1' referral per order (i.e. 1st order = 1st referral, 2nd order = 2nd referral, 3rd order = 3rd referral, etc.)
- Service Referral Example 1: You purchase a service on a month-by-month basis (i.e., each month constitutes a new order and invoice to be paid for that monthly service) from another RPP member. This counts as '1' referral for each new month/invoice paid
- Service Referral Example 2: You purchase a service (i.e. insurance coverage for a calendar year) from another RPP member. You pay a monthly installment on the singular purchase of coverage for the stated calendar year. This counts as '1' referral, NOT '12' referrals. The reason being, the policy is a singular purchase, you are simply paying in 12 monthly installments.
- NOTE: Tagging, "@mentioning" or sharing a member or their business on social media does not necessarily constitute a referral unless the tag, mention or post leads to a scheduled call or appointment to discuss possible business. For this to be a verified lead, additional follow up with the RPP member who initiates the social media connection between the two parties will be required.
- NOTE: When there are any questions around the frequency of referral entries, the referrer should be contacting the referral recipient for clarity.
- NOTE: In the event of a dispute, the matter can be brought to the Board of Directors for further verification and/or resolution to the dispute.

Section 3: Disclaimer

The goal of RPP is to help the association's members expand their business network and generate revenue through the giving of referrals. However, RPP makes no guarantee any member will receive a specified number of referrals. No guarantees are implied or expressed regarding generation of referrals, business, revenues or other related items.

Article 4: Board of Directors

Section 1: Board of Directors Purpose, Structure, Removal Procedure, Immediate Dismissal or Interim Leave of Absence, and Background & Child Clearance Check

Sub-Section 1: Purpose

The Board of Directors (BOD) is the vetting force, ensuring direction and executing the agenda for realizing RPP's organizational goals and mission as set by the Executive Leadership Team (ELT).

Sub-Section 2: Structure

The BOD is composed of the ELT and the Chapter Presidents (CP) and any current/future Standing/Ad-Hoc Personnel as voted into existence by the majority of the BODs. Each BOD member holds a voting position on the BOD. Committee members are not voting members of the BOD. The BOD can have no more than 3 members from the same Chapter in any given term period.

Sub-Section 3: Removal Procedure

In instances where any member of the BOD is not or cannot effectively fulfill the role(s) and responsibilities of their defined position(s), the ELT and/or BOD will document and define deficiencies in performance for purposes of removal from office. Removal from office is to be determined by majority vote of the Executive Leadership Team. Upon removal or resignation of a Board Member, the ELT will either accept the assumption of the Chapter Vice-President as new Chapter President on the BOD or will appoint a new person in an interim capacity with BOD Approval. Upon removal or resignation of a Standing/Ad-Hoc Personnel (S/AHP) member, the ELT will either accept the assumption of new S/AHP and/or appoint a new S/AHP in an interim capacity with BOD approval.

Sub-Section 4: Immediate Dismissal or Interim Leave of Absence

In the event a member of the BOD is involved in a legal dispute which may call their involvement in RPP into question, the Executive Board President is at liberty to remove/suspend the involved member as seen necessary until the matter is legally resolved or until further notice.

Sub-Section 5: Background & Child Clearance Check

Background and Child Clearance checks are subject to request for all BOD Members.

Section 2: Regular Meeting Frequency & Quorum Definition, Meeting Structure & Open Door Policy, Remote Communication, Attendance Protocol, Voting Procedure & other action by Proxy, Special Meetings

Sub-Section 1: Regular Meeting Frequency & Quorum Definition

The BOD must meet no less than once a month to handle organizational business needs and requirements. A quorum of at least 60% or two-thirds of the total number of board members, or BOD member's designated proxy, is required to conduct business or make decisions on behalf of the organization.

Sub-Section 2: Meeting Structure & Open Door Policy

BOD meetings shall follow a pre-arranged agenda set by the EP with input from the ELT and/or the BOD for conducting organizational business. BOD meetings shall be closed sessions when conducting organizational business, unless otherwise deemed appropriate by the board. However, any member can be present at a BOD meeting, as long they notify the EP no less than 48 hours in advance of a BOD meeting.

Sub-Section 3: Remote Communication

The Board may permit any or all directors to participate in any 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 the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Sub-Section 4: Attendance Protocol

All ELT members and Chapter Presidents (CPs) are expected to attend all BOD Meetings. If the CP is unable to attend a BOD meeting, they shall send a designated representative on behalf of their respective Chapter's best interests. Whenever possible, advanced notice of a replacement should be communicated to the EP.

Sub-Section 5: Voting Protocol, Proxy Voting & Execution, Proxy Revocation

Voting Protocol

Voting by BOD members shall be cast either in person, by means of conference telephone or other electronic technology where all persons participating in the meeting can hear each other, or by designated voting proxy. Voting per email communications is not permitted.

Proxy Voting & Execution

Only one proxy vote is permitted per BOD member. A member of the ELT shall not be permitted to serve as a proxy for a CP on voting matters. Every proxy shall be executed or authenticated by the BOD member and filed with or transmitted to a member of the Executive Leadership Team through writing, electronic message or telephone communication.

Proxy Revocation

A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to a member of the Executive Leadership Team of the corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after 11 months from the date of its execution, authentication or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of the death or incapacity is given to a member of the Executive Leadership Team.

Sub-Section 6: Special Meetings.

Special meetings of the Board may be called by the President or by one third of the Board at any time. At least five (5) days' written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board. It shall be the duty of the Executive Secretary (ES) to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the ES shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so, provided that the place of the meeting shall be within the Standard Metropolitan Statistical Area of the principal office of the corporation.

Article 5. Executive Leadership

Section 1: Executive Leadership Team Purpose, Structure, Removal Procedure, Immediate Dismissal or Interim Leave of Absence, and Background & Child Clearance Check

Sub-Section 1: Purpose

The Executive Leadership Team (hereafter the "ELT") is the guiding force, providing direction and setting the agenda for realizing RPP's organizational goals and mission.

Sub-Section 2: Structure

The Executive Leadership Team is composed of the Executive President (EP), Executive Vice-President (EVP), Executive Secretary (ES), Executive Treasurer (ET), Executive Membership Chair (EMC), Executive Social Media Chair (ESMC), and/or any future Executive Roles as voted into existence by the majority of the BODs.

Sub-Section 3: Removal Procedure

In instances where any member of the Executive Leadership Team is not or cannot effectively fulfill the role(s) and responsibilities of their defined position(s), the Executive Leadership Team will document and define deficiencies in performance for purposes of removal from office. Removal from office is to be determined by majority vote of the Executive Leadership Team. Upon removal or resignation, the Executive Leadership Team will appoint a new person in an interim capacity with BOD approval.

Sub-Section 4: Immediate Dismissal or Interim Leave of Absence

In the event a member of the Executive Leadership Team is involved in a legal dispute which may affect RPP or RPP's reputation, the ELT is permitted to remove/suspend the involved member as seen necessary until the matter is legally resolved or until further notice.

Sub-Section 5: Background & Child Clearance Check

Background and Child Clearance checks may be required of any or all members of the ELT.

Section 2: Executive Leadership Team Roles & Responsibilities

All Executive Leadership Team Roles & Responsibilities will be defined as follows:

Sub-Section 1: Executive President

The Executive President (EP) shall preside over the BOD and chair all BODs meetings. The EP handles any conflicts at the meetings or unresolved conflicts within chapters. The EP will set the annual goals, objectives, and vision for the RPP organization annually as agreed upon by the BODs. The EP meets with the BODs monthly and oversees the organization's finances, growth, and well-being of each Chapter and the RPP organization as a whole. The EP will serve as the Public Information Officer for RPP as necessary. The EP cannot concurrently serve as a Chapter President. The EP must be present, either remotely or in person, at all third-party meetings involving the well-being of the organization. The EP will work in conjunction with the ET to seek out requests for proposals (RFP)/pricing for regular and recurring services utilized by the organization, such as insurance, accounting, taxes, and technology support at a minimum of every 3 years. The BOD reserves the right to submit RFPs before the 3-year mark as organizational needs arise.

Upon the end of the EP term and vote of confidence through a blind in-person paper ballot process by the BOD, the EP is requested to fill a Past President (PP) role on the BOD as a non-voting member for purposes to maintain consistency and provide mentorship to the new ELT and BOD. This is a 1-year term and will be a non-voting position on ELT business. If the EP declines to fulfill the PP role or doesn't receive a vote of confidence by the BOD, the newly elected EP shall appoint, with BOD approval, another former EP upon their acceptance of the appointment request. This PP role is not required by these bylaws.

Sub-Section 2: Executive Vice-President

The Executive Vice President's (EVP) primary goal outside of assisting the EP, is to consistently keep referrals as the organization's focus by communicating with Chapter Vice Presidents around referral entry and retrieval to the BOD. The EVP fills in for the Executive President (EP) when they cannot attend the BOD Meeting. The EVP assists the EP as necessary, including, but not limited to, taking notes/tasks, and following up on items as delegated by the EP. The EVP attends all BOD Meetings. During the BOD Meetings, the EVP is responsible for following leading Chapters in the reporting of their monthly referral statistics, facilitating the sharing of any Chapter Meeting news items, ideas, concepts, or education components from Chapter Presidents, as well as directing conversation and follow up around departing member removal from the RPP website, QuickBooks, social media platforms, etc. EVP will be required to chair or officiate any special meeting involving a legal dispute or public issue surrounding the EP. In the absence of an Executive Education Chair (EEC), the EVP will be responsible for overseeing and ensuring an organizational educational component is taking place at the Chapter level on a weekly, monthly, or at a minimum, quarterly basis.

Sub-Section 3: Executive Treasurer

The Executive Treasurer's (ET) primary responsibility is the oversight, management, and outline of annual financial budgets for the organization. The ET presents the upcoming annual budget to the BOD for approval. The BOD is required to have a conditionally approved budget no later than the March BOD Meeting. The ET is/are may be responsible for all financial transactions. Additional responsibilities include ensuring all mail articles are being retrieved, working with current EVP for up-to-date Chapter rosters and working alongside third-party financial advisors to ensure tax-code compliance. At each BOD Meeting, the ET reviews Statement of Financial Activity (Profit & Loss) for the previous month and year to date, Statement of Financial Position (Balance Sheet) for the previous month and year to date, Vendor Payment Summary (for previous month), and Accounts Receivable for any outstanding dues or balances for members. The ET will work with the bookkeeper to verify new member applications and serve as a "second" set of eyes on RPP financials. The Executive Treasurer attends all BOD Meetings. All liquid assets shall not balance below \$5,000 for a period of 30 days, without getting Executive Team approval. Any expenditure of \$500.00 shall require ELT approval. At the discretion of the Board of Directors, this position may be extended to beyond 1 year as deemed needed or necessary.

All invoicing of annual membership dues must be invoiced by January 15th at the latest. Work in conjunction with the EP to seek out requests for proposals (RFP)/pricing for regular and recurring services utilized by the organization, such as insurance, accounting, taxes, and technology support at a minimum of every 3 years. The BOD reserves the right to submit RFPs before the 3-year mark as organizational needs arise.

Sub-Section 4: Executive Secretary

The Executive Secretary (ES) takes minutes of the BOD meetings for documentation and archival reference purposes. The ES sends emails per the Board's requests and attends BOD meetings. It is the responsibility of the ES to ensure the BOD meeting minutes are being stored on the organization's website and/or wherever all archival information is kept. The ES may be required, as necessary, to coordinate additional communication internally within the BOD or externally for the membership at large.

Sub-Section 5: Executive Membership Chair

The Executive Membership Chair (EMC) provides thoughts, plans, and ideas for growing RPP membership as a whole and for individual chapters. The EMC maintains and refines the membership application process and communicates with the Membership Chairs in each Chapter on application and chapter growth issues. The EMC attends all BOD Meetings. The

EMC will also be involved with the planning and execution of mixers, social engagements, and similar public relations activities. The EMC will also provide guidance and mentorship to new and growing chapters. They will be responsible for establishing, launching, and general health and wellness of new chapters by following established organizational protocol for new chapter development. The EMC should be present at initial meetings when new chapters begin meeting. The EMC shall provide oversight for the systems and processes involved with onboarding new members, for consistent dissemination of RPP's standard operating procedures. The EMC will utilize each Chapter's Membership Chair as their committee for execution of duties related to the role.

Section 3: Standing/Ad-Hoc Personnel & Committees

Should the BOD feel it is necessary to create new roles, such as a Public Information Officer, Past President and/or Past Treasurer, etc., they are empowered to vote on the addition/creation of potential role(s). Any Standing/Ad-Hoc Personnel shall not be a voting member of the BOD. Examples of potential Ad-Hoc Positions and/or committees are Timekeeper, Program, Social, Education, Sgt. at Arms, etc.

Section 4: Executive Leadership Team Decision Making Capabilities

The ELT, on occasion, may need to make organizational decisions regarding pressing measures. Executive decisions may only be made if there is more than 50% agreement amongst the ELT regarding any pressing matter.

Section 5: Executive Leadership Partnership with Corresponding Chapter Role

It is the responsibility of each respective Executive Role/Chairperson to maintain consistent communication with the affiliated Chapter leadership position. This should involve, at a minimum, quarterly meetings to discuss organizational business, duties, and responsibilities related to the role. This relationship takes on the form of a committee.

Article 6: Chapter Board

Section 1: Board of Directors Purpose, Structure, Removal Procedure, and Immediate Dismissal or Interim Leave of Absence

Sub-Section 1: Purpose

The Chapter Board (CB) is the vetting force at the Chapter level, ensuring direction and executing the agenda for realizing RPP's organizational goals and mission as set by the Executive Leadership Team (ELT) as well as respective Chapter goals.

Sub-Section 2: Structure

The CB is composed of the CLT and any current/future Standing/Ad-Hoc Personnel as voted into existence by the majority of the CB.

Sub-Section 3: Removal Procedure

In instances where any member of the CB is not or cannot effectively fulfill the role(s) and responsibilities of their defined position(s), the CLT and/or CP will document and define deficiencies in performance for purposes of removal from office. Removal from office is to be determined by majority vote of the CLT; not including the person being removed. Upon removal or resignation of a CP, the CLT will either accept the assumption of the CVP as new CP on the CB or will appoint a new person in an interim capacity with CB approval. Upon removal or resignation of a Standing/Ad-Hoc Personnel (S/AHP) member, the ELT will either accept the assumption of new S/AHP and/or appoint a new S/AHP in an interim capacity with CB Approval.

Sub-Section 4: Immediate Dismissal or Interim Leave of Absence

In the event a member of the CB is involved in a legal dispute which may affect RPP or RPP's reputation, the CP is at liberty to remove/suspend the involved member as seen necessary until the matter is legally resolved or until further notice.

Section 2: Quorum Definition, Meeting Structure, Remote Communication, Attendance Protocol, Voting Procedure & other action by Proxy, Special Meetings

Sub-Section 1: Quorum Definition

The CB must meet no less than once a quarter to handle Chapter business needs and requirements. A quorum of at least 60% or two-thirds of the total number of Chapter board members, or CB member's designated proxy, is required to conduct business or make decisions on behalf of the Chapter.

Sub-Section 2: Meeting Structure & Open Door Policy

CB meetings shall follow a pre-arranged agenda set by the CB with input from the CLT and/or the CB for conducting Chapter business. CB meetings shall be closed sessions when conducting organizational business, unless otherwise deemed appropriate by the board.

Sub-Section 3: Remote Communication

The Chapter Board may permit any or all Chapter Board Directors to participate in any 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 the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Sub-Section 4: Attendance Protocol

All CLT members are expected to attend all CB Meetings. If the CLT is unable to attend a CB meeting, they shall send a designated representative on behalf of their respective CB Role's best interests. Whenever possible, advanced notice of a replacement should be communicated to the CP.

Sub-Section 5: Voting Protocol, Proxy Voting & Execution, Proxy Revocation

Voting Protocol

Voting by CB members shall be cast either in person, by means of conference telephone or other electronic technology where all persons participating in the meeting can hear each other, or by designated voting proxy. Voting per email communications is not permitted.

Proxy Voting & Execution

Only one proxy vote is permitted per CB member. A member of the CLT shall not be permitted to serve as a proxy for a fellow CB member on voting matters. Every proxy shall be executed or authenticated by the CB member and filed with or transmitted to a member of the CLT through writing, electronic message, or telephone communication.

Proxy Revocation

A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to a member of the CLT of the corporation or its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after 11 months from the date of its execution, authentication, or transmission unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of the death or incapacity is given to a member of the CLT.

Sub-Section 6: Special Meetings.

Special meetings of the Board may be called by the President or by one third of the Board at any time. At least five (5) days' written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board. It shall be the duty of the Chapter Secretary (CS) to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the CS shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so, provided that the place of the meeting shall be within the Standard Metropolitan Statistical Area of the principal office of the corporation.

Article 7: Chapter Leadership

Section 1: Chapter Leadership Team Purpose, Structure, Removal Procedure, and Immediate Dismissal or Interim Leave of Absence

Sub-Section 1: Purpose

The Chapter Leadership Team is the guiding force, providing direction and setting the agenda for realizing RPP's organizational goals and mission within their Chapter.

Sub-Section 2: Structure

The Chapter Leadership Team (CLT) is composed of the Chapter President (CP), Chapter Vice-President (CVP), Chapter Secretary (CS), Chapter Treasurer (CT), Chapter Membership Chair (CMC), Chapter Education Chair (CEC), and/or any future Standing/Ad-Hoc Chapter Roles as voted into existence by the majority of the Chapter Board.

Sub-Section 3: Removal Procedure

In instances where any member of the Chapter Leadership Team is not or cannot effectively fulfill the role(s) and responsibilities of their defined position(s), the Chapter Leadership Team (CLT) will document and define deficiencies in performance for purposes of removal from office. Removal from office is to be determined by majority vote of the CLT; not including the person being removed. Upon removal or resignation, the CLT will appoint a new person in an interim capacity.

Sub-Section 4: Immediate Dismissal or Interim Leave of Absence

In the event a member of the CLT is involved in a legal dispute which may affect RPP or RPP's reputation, the Chapter President is at liberty to remove/suspend the involved member as seen necessary until the matter is legally resolved or until further notice.

Section 2: Chapter Leadership Team Roles & Responsibilities

All Chapter Leadership Team Roles & Responsibilities will be defined as follows:

Sub-Section 1: Chapter President

The Chapter President (CP) shall serve as the executive officer of their respective Chapter, presiding at all respective chapter meetings and Chapter Board (CB) meetings. Their role is to keep the organizational vision, mission, and goals in front of their respective Chapter Membership. The CP will communicate with the Chapter Membership Chair (CMC) around guest attendance and any direct business/industry conflicts. The CP shall perform such other duties as are ordinarily incumbent upon a President. The CP provides updates to the ELT and BOD on their Chapter's progress (ex. number of members, activities, issues, etc.) at the BOD meetings. The CP communicates to their Chapter's any Executive Board decisions and/or activities. All CPs are expected to attend all BOD Meetings. If the CP is unable to attend a BOD meeting, they shall send a designated representative on behalf of their respective Chapter's best interests. Whenever possible, advanced notice of a replacement should be communicated to the EP.

Sub-Section 2: Chapter Vice President

The Chapter Vice President (CVP) shall conduct Chapter Board (CB) meetings in the CP's absence. They shall also keep attendance records and will address all issues regarding absenteeism. The CVP shall be contacted in advance by chapter members if they cannot be in attendance. The CVP is responsible for monitoring referrals given and received for the Chapter against monthly and annual goals. The CVP shall perform such other duties as are ordinarily incumbent upon the CVP and other such duties as may be assigned by the CP or the CB.

Sub-Section 3: Chapter Treasurer

The Chapter Treasurer (CT) shall retain and maintain records of all financial actions of the Chapter including, but not limited to, opening/maintaining a chapter bank account, billing Chapter Dues as determined by the CB, if any, and paying charges and/or other bills of the Chapter, including socials and other chapter events, and coordinate ordering supplies. The CT is responsible for monthly, quarterly, and year end reporting of chapter financials to the ET, upon request, for tax reporting purposes. The CT shall also perform such duties that are ordinarily incumbent upon a Treasurer.

Sub-Section 4: Chapter Secretary

The Chapter Secretary (CS) shall be responsible for all correspondence of the Chapter as required by the CB. The CS shall provide their Chapter with a monthly report of referrals given and received. The CS shall perform such duties ordinarily incumbent upon a Secretary.

Sub-Section 5: Chapter Membership Chair

The Chapter Membership Chair (CMC) proactively manages any potential direct business/industry conflicts with other members of the Chapter and guests. The CMC shall be focused on expanding the current Chapter Membership by encouraging current members to invite guests as well as identify ways for chapter growth. The CMC shall create awareness and encourage members to participate in RPP organization events within their respective Chapter. The CMC shall facilitate the enrollment of new members by screening applicants for potential conflict with other categories within their respective Chapter, and by being a resource for information about RPP, making sure applicants are informed of policies and procedures related to RPP membership and all questions are answered. The CMC shall perform such duties ordinarily incumbent upon a Membership Chairperson.

Section 3: Standing/Ad-Hoc Personnel & Committees

Should the CLT feel it is necessary to create new roles for their Chapter, they are empowered to vote on the addition/creation of potential role(s). Each Chapter shall regularly schedule educational topics and/or speakers to contribute to the overall agenda and goals of the Chapter. Any Standing/Ad-Hoc Personnel shall not be a voting member of the CB. Examples of potential Ad-Hoc Positions and/or committees are Timekeeper, Program, Social, Education, Sgt. at Arms, etc.

Section 4: Chapter Leadership Partnership with Corresponding Executive Role

It is the responsibility of each respective Chapter Role/Chairperson to maintain consistent communication with the affiliated Executive Leadership position. This should involve, at a minimum, quarterly meetings to discuss organizational business, duties, and responsibilities related to the role. This relationship takes on the form of a committee.

Article 8: Indemnification

Section 1: General Rule

A Director or officer shall not be personally liable for monetary damages as Director or officer for any action taken, or any failure to take any action, unless:

- the director or officer has breached or failed to perform the duties of Director or officer in accordance with the standard of conduct contained in Section 5712 of Subchapter B of Chapter 57 of the Non-Profit Corporation Law of 1988, Title 15 and any amendments and successor acts thereto; and
- the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director or officer pursuant to any criminal statute or (b) the liability of a Director or officer for the payment of taxes pursuant to local, state, or federal law.

Section 2: Indemnification

The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Article 9: Election Procedure

Section 1: Purpose

To ensure leadership, direction, and agenda setting for organizational goals and objectives.

Section 2: Executive Leadership Team Term & Transition Timeline

Sub-Section 1: Term Length

All ELT Roles are an annual term with a suggested two-year term for the ET position. Each annual term runs from January 1st - December 31st of each year. All ELT members are permitted to serve a maximum of four consecutive years of service in any one ELT position. There shall be no less than 5 members and no more than 15 members on the Executive Leadership Team.

Sub-Section 2: Transition Timeline

The December BOD meeting is the installment meeting of all newly elected ELT members. The December meeting must complete an assessment and invoicing of annual membership dues, as well as agenda setting for the coming year. All invoicing of annual membership dues must be invoiced by January 15th at the latest.

Sub-Section 3: ELT Election Timeline

The ELT shall be appointed via annual elections. The Nominations for the ELT shall proceed as follows: each Chapter can nominate up to, but not more than, two (2) members for the ELT positions. There shall be no more than three (3) members on the BOD from any single Chapter.

ELT nominees shall be submitted to the ELT by October 1st. Voting must be completed by November 5th. The new ELT shall be confirmed by the current BOD in advance of the December BOD meeting upon receiving voting results from the membership body at large. The elected ELT members for the upcoming year are to attend the December BOD transition meeting.

Sub-Section 4: Voting Procedure

Voting shall consist of polling all RPP members in good standing and calculating the winner based on the majority of votes of the RPP membership at large. All ELT nominees will be listed on the polling list. The CP is responsible for sharing information around the ELT nominees and assist with the facilitation of Chapter membership votes to ensure voting is completed by November 5th. Voting by RPP members shall be cast either in person, by means of conference telephone or other electronic technology where all persons participating in the meeting can hear each other, or by designated voting proxy. Voting per email communications is not permitted.

Sub-Section 5: Voting Quorum

A quorum of at least 66%, or two-thirds, of the total number RPP membership at large, at the time of the vote, must cast a vote to be valid. If a quorum is not reached, the vote must be cast again until the quorum is reached.

Sub-Section 6: Tie Breaking Procedure

In the event of a tie, the BOD, including the ELT, shall conduct a blind ballot vote, with the majority of votes determining the winning nominee. In the event of a second tie, a subsequent poll of the RPP membership at large will be held until a simple majority is reached, assuming the two-thirds majority has been met, to resolve the tie

Sub-Section 7: Seat Vacancy

In the event any ELT positions, aside from the office of EP, becomes vacant for any reason, the vacancy can be filled by appointment of the EP, with a vote of majority within the quorum of remaining ELT members. Upon vacancy of the EP's position, the EVP shall move into the EP's position until the end of the ELT term or until the successors are duly elected or appointed as provided by these bylaws.

Sub-Section 8: ELT Nominee Eligibility & Role Restrictions

ELT Nominees must be an active member in good standing with the RPP organization and respective Chapter. It is recommended all EP Nominees have RPP BOD experience prior to their nomination. Nominees will not be permitted to duly serve as a CP and the EP within the same term.

Section 4: Chapter Leadership Team Election Procedure

Sub-Section 1: Term Length & Transition Timeline

All CB Roles are an annual term. Each annual term runs from January 1st - December 31st of each year. All CB members are permitted to serve a maximum of four consecutive years of service in any one CB position.

Sub-Section 2: Election Timeline

The CB for the upcoming year shall be voted in and confirmed by the respective Chapter members by the end of the calendar year with responsibilities starting January 1st.

Sub-Section 3: Voting Procedure

The CB shall be appointed via annual elections involving all active Chapter members in good standing at the time of the vote. Voting of the respective RPP Chapter members shall be cast either in person, by means of conference telephone or other electronic technology where all persons participating in the meeting can hear each other, or by designated voting proxy. Voting per email communications is not permitted.

Sub-Section 4: Tie Breaking Procedure

In the event of a tie, each Chapter's members shall determine the best method of determining new CB.

Sub-Section 5: Seat Vacancy

In the event any CB positions, aside from the office of CP, becomes vacant for any reason, the vacancy can be filled by appointment of the CP, vote of majority within the quorum of remaining CB members. Upon vacancy of the CP's position, the CVP shall move into the CP's position until the end of the CB term or until the successors are duly elected or appointed as provided by these bylaws.

Sub-Section 6: Chapter Nominee Eligibility

CB Nominees must be an active member in good standing with the RPP organization and respective Chapter.

Article 10: ELT Signatory

Section 1: Purpose

To ensure transparency, oversight, and management in a compliant manner, of all financial and legal documents related to the RPP organization.

Section 2: Role and Responsibilities

The ET shall be the primary signatory for all financial documents for the RPP organization. The EP shall be a signatory on all financial and legal documents in addition to the ET.

Section 3: Document Accessibility

All legal and financial documents pertaining to the RPP organization and subsequent chapters are subject to review by the ELT, the BOD and members upon request.

Section 4: Expenditure Approval

Any single organizational expenditure above \$500, shall be presented by the ET to the ELT for approval.

Article 11: CB Signatory

Section 1: Purpose

To ensure transparency, oversight, and management in a compliant manner, of all financial and legal documents with respect to the RPP chapter.

Section 2: Role and Responsibilities

The CT shall be the primary signatory for all financial documents for their respective RPP chapter. The CP shall be a signatory on all financial and legal documents in addition to the CT.

Section 3: Document Accessibility

All legal and financial documents pertaining to the RPP chapter are subject to by the ELT, the BOD and members upon request.

Section 4: Expenditure Approval

Any single chapter expenditure above \$250, shall be presented by the CT to the CB for approval.

Article 12: Membership and Classifications

Section 1: Membership Makeup

Membership of chapters shall consist of individuals of good character and community standing having interests within the area of the RPP organization.

Section 2: Prospective Members

Prospective members may attend up to three (3) meetings and submit an application through current application procedures at any time. A membership vote may be taken by the chapter for the applicant(s). A majority of no votes will reject an applicant. The CB, or voting members of any chapter, shall not be legally responsible for rejection of an applicant.

Section 3: Membership Category

Each member shall hold only one membership category. The individual or the company which pays the membership fees shall own the membership. If a company owns the membership and changes members, the CB shall have the right to approve or deny the new member. If the member leaves the Chapter, all membership rights shall automatically terminate. An alternate may represent a member if the alternate represents the same company, or the company owns the membership. Any disputes or questions around membership categories are to be directed to the CB. If unresolved, the ELT will make final decisions.

Section 4: New Member Approval Process

When a prospective member is interested in joining the RPP organization, an application must be submitted. Once an application is received, it is submitted to the prospective Chapter to determine if the prospective member who applied will be accepted into the Chapter.

Section 5: Company Membership

A company may belong to any number of chapters. A separate membership fee is required for each Chapter.

Section 6: Membership or Category Change Processes

If an individual member changes the company or category they represent, the CB shall have the right to approve or deny the new company or category by vote.

Section 7: Chapter Transfer Request

Members who wish to transfer their membership from one Chapter to another must obtain approval from the new Chapter to which they are transferring. A category must be available for the transfer to be valid.

Section 8: Membership Resignation

Any member may resign from a chapter provided all indebtedness to the Chapter & RPP has been paid. A resignation shall be submitted in either writing or email to the CB and shall become effective when received by the CB. Any dues, financial responsibilities, and/or late fees are non-refundable even if a member's length of membership is less than the full length of the membership term.

Section 9: Membership Termination

The CB is authorized to suspend membership for up to one (1) year, or terminate any member from the Chapter for the following reasons:

- Any conduct bringing the Chapter into public disrepute or violates the purpose for which the organization is formed.
- Failure to abide by RPP By-Laws
- Conviction of any felony or crime

A terminated member shall be reviewed at the BOD meetings. If/when the terminated member wants to join another chapter is in question, the membership application will be reviewed by the other chapter presidents and approved or denied at their discretion. All rights of the terminated member are expired as of the date of their expulsion.

Section 10: Membership Guidelines

Members are encouraged to abide by the following:

- Have fellow RPP member satisfy their business needs whenever possible.
 - Recruit new members when possible.
 - Attend chapter meetings regularly.
 - Provide the minimum referral quota as outlined by the organization.
 - Adhere to the RPP By-laws and any subsequent amendments/revisions to the RPP By-laws.
- *Violation of the above may result in membership termination, or forfeiture by direction of the CB.

Section 11: Referral Organization Membership Exclusivity

- Membership of only one referral generation-based organization is permitted within a 25-mile radius from the specific RPP chapter location. For example: BNI, PRE, or similar organizations.
- Participation in networking-based organizations, such as chambers of commerce, rotary clubs and other empowerment groups is permissible as long as the organization's mission is not solely based in meeting referral quotas.

Article 13: Chapter Meetings & Attendance

Section 1: Chapter Meetings

Sub-Section 1: Purpose

To bring together members of RPP to generate new business by developing professional and personal relationships with each other, to help members grow their businesses.

Sub-Section 2: Meeting Structure

Meetings shall be conducted under guidelines provided by the organization, following an established meeting framework to operate within. CB determines use of online meeting solutions in lieu of, or in addition to meeting in person, as needed by the Chapter. Problems or complaints will not be aired at the regular meeting but will be referred to the CB.

Sub-Section 3: Meeting Frequency

The Chapter shall hold regular meetings starting at consistent times with a minimum of two meetings per month. The Chapter's board will determine the date and place of such meetings.

Sub-Section 4: Attendance Policy:

RPP members are required to attend all regularly scheduled meetings. Members are to attend 75% of scheduled quarterly meetings. For members with greater than a 25% absentee rate, it could be considered grounds for dismissal. A representative from the Chapter shall make a goodwill call to address any absentee issues. If no response is obtained within two weeks, a "goodwill" message shall be sent to the member. If no further response is obtained within two weeks, the CB shall discuss further options at the next regularly scheduled board meeting. An alternate may represent a member on occasion if there are attendance challenges.

Sub-Section 5: Cross-Chapter Meetings, Purpose & Protocol

As a member of the RPP organization, cross-chapter visitation is encouraged. Prior to attending another chapter's meeting, communication with the Chapter is expected to ensure understanding around appropriate engagement within the group. In particular, being mindful of individuals holding the same business category as the visiting member. Refer to Cross Chapter Visitation Protocols as outlined by the organization.

Article 14: Materials and Supplies

Section 1: Marketing Materials

RPP shall provide organizational specific literature, brochures, and badges (if applicable) to each of the chapters. Any chapter needing financial support with marketing materials may present a request to the BOD.

Section 2: Brand Representation

Any advertising program or publication for the public must be submitted to the RPP ELT for approval.

Section 3: Intellectual Property

RPP's image, likeness, name, etc. is solely owned by RPP and no party may use its intellectual property without the consent of RPP.

Article 15: Revenue

Section 1: Annual Membership Fees

Sub-Section 1: New Members

Each new chapter member shall pay an annual membership fee (Membership Dues). The payment of this fee shall be a prerequisite for admission to RPP. It must be paid prior to becoming a member. The annual membership fee structure is determined based on date of application in relation to the prorated fee schedule.

Sub-Section 2: Current Members

Current members shall pay an annual membership fee. Members in arrears on Membership Dues will be assessed a late fee. Membership Dues, Chapter Dues, and late fees are non-refundable even if a member's length of membership is less than the full length of the membership term.

Section 2: Chapter Dues

Chapter Dues shall be set and collected by the CB, unless otherwise stated by the Chapter.

Section 3: Fiscal Year Term

The fiscal year for the RPP organization and all associated chapters is from January 1 until December 31 of each calendar year, unless otherwise determined by BOD.

Section 4: Membership Fee Schedule Determination

The BOD reviews the Fee Schedule to determine if any adjustments are needed. If adjustments are needed, the proposed rate change is to be motioned and passed within the BOD.

Article 16: Standard Operating Procedures (SOP)

Section 1: Purpose

To create consistency within all ELT and CB roles and responsibilities within the organization as well as managing organizational timelines.

Section 2: Resource Responsibility

The EP, along with ELT oversight, is responsible for ensuring organizational timelines are met and the SOPs for roles within the ELT and CB are current to organizational needs and are being stored on the website for access by membership at large.

Article 17: By-Law Review and Amendment Procedures

Section 1: Purpose

To outline a consistent review timeline of existing by-laws and provide a framework for making adjustments to meet new organizational needs.

Section 2: By-Law Review Frequency

Existing by-laws should be reviewed no less than 5 years and no more than 10 years from the last review date by the BOD unless otherwise deemed necessary.

Section 3: Amendment or Revision Protocol

Any member of the RPP organization may review the existing by-laws and request any additions or modifications to be brought to the BOD through their CP. Any member of the BOD may request to add a new amendment, revise the currently existing by-laws, or request removal of a section at a BOD meeting. Any modifications, amendments or section removals proposed, must be approved by simple majority vote by the RPP membership at large. If a vote is approved by simple majority, the by-laws shall be updated within a 30-day timeframe, as ensured by the EP, and be accessible by the organization membership at large.

Section 4: Voting Protocol

Voting shall consist of polling all RPP members in good standing and calculating the winner based on the simple majority of votes of the RPP membership at large. Voting by RPP members shall be cast either in person, by means of conference telephone or other electronic technology where all persons participating in the meeting can hear each other, or by designated voting proxy. Voting per email communications is not permitted.

Article 18: Dissolution Clause

Section 1: Organizational Dissolution

Upon the dissolution or liquidation of this corporation or organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation or organization, dispose of all the assets of the corporation in such a manner or to such an organization, organized and operated for exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes. The Board of Directors shall comply with all local requirements regarding the dissolution or liquidation of a Nonprofit Corporation including notifying the Attorney General of Pennsylvania and, if required, obtaining a court order regarding the dissolution, liquidation, or distribution.

Section 2: Chapter Dissolution

Upon the dissolution or liquidation any Chapters of Referral Partners Plus, the Chapter Leadership Team shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter in such a manner or to such an organization, organized and operated for exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be transferred back to the RPP organizational funds at large. Any such assets not so disposed of shall be disposed of by the BOD before it would go to the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes. The dissolution of any Chapters shall be brought forward to the Board of Directors and Executive Leadership Team. Documentation pertaining to the Chapter asset disbursement shall be provided to the BOD.

Article 19: Conflicts of Interest

Section 1:

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

