

**MOBILE MARKETING ASSOCIATION (MMA)  
GLOBAL BYLAWS**

**Version 5.2 (February 2008)**

**ARTICLE I: NAME AND LOCATION**

**Section 1.1 Name and Location.**

The name of this corporation is the Mobile Marketing Association, Inc. (hereinafter the "MMA"), a not-for-profit corporation incorporated in the State of New York. The MMA may establish such other offices in other locations within or without this state as the Global Board may from time to time determine.

**ARTICLE II: PURPOSE**

**Section 2.1 Statement of Purpose.**

The MMA is established to foster the growth of the mobile channel for marketing and media by evaluating and recommending guidelines and best practices, fielding and conducting research to document the use, effectiveness and accuracy of the mobile medium for brands and content providers, educating the mobile marketing ecosystem about the effective, responsible use of the mobile channel and by increasing the opportunities for dialogue about the important issues impacting Members and participants. The structure and activities of the MMA are designed to achieve these objectives.

**ARTICLE III: MEMBERSHIP**

**Section 3.1 Categories of Membership.**

The MMA shall offer memberships segmented by category or categories as the Global Board in its discretion deems appropriate. Each application for membership shall indicate the type of membership sought, and admission to membership, when granted, shall be pursuant to the classification requested. Once admitted, each corporation, organization or individual shall be a "Member" of the MMA pursuant to the terms of these Bylaws, the Articles of Incorporation and any written agreement entered into with the Member and the MMA.

**Section 3.2 Qualifications for Membership.**

Membership in the MMA shall be available to any business entity, organization or individual that 1) meets the criteria for membership then established by the Global Board, 2) supports the mission and purposes of the MMA as established by these Bylaws and 3) is current in its payment of annual membership fees.

**Section 3.3 Membership Dues, Fees and Admission.**

- 3.3.1 **Established by Global Board.** Dues and fees for all Members and third parties shall be established by the President, approved by the Global Executive Committee and then ratified by the Global Board and payable to the MMA. Membership dues and fees may vary for different Member classifications. A consistent membership dues structure will apply to all Members world-wide as established by the Global Board and as may be amended from time to time. In addition to membership dues and fees, the MMA may charge Members and third parties on a fee for service basis for services provided in accordance with and in furtherance of the Statement of Purpose set forth in Section 2.1.

- 3.3.2 **Board Members.** Subject to approval by the Global Board, each Board may require that Members who accept election or appointment to that Board to be required to pay higher dues than applicable for their classification to support the activities of the MMA.
- 3.3.3 **Membership Roll.** The membership roll shall be maintained by the MMA, reflecting the list of eligible voting Members as of the record date, and shall be produced at any meeting of Members if requested by a Member in writing (by written notice to the President) at least ten (10) days prior to any such meeting

#### **Section 3.4 Removal and Resignation.**

Unless terminated pursuant to these Bylaws, the rules, regulations and policies of the MMA or pursuant to a membership agreement signed by the MMA and a Member or organization, membership shall be on an annual basis and will be renewed automatically upon payment of the following year's dues and fees. A Member may resign at any time, but shall not be entitled to a refund of any dues or fees. Failure to pay dues or fees within ninety (90) days of invoice shall result in automatic termination of membership unless otherwise agreed to by the Global Board.

The Global Board shall be authorized to terminate a membership in the event of failure to maintain eligibility or good standing as defined in these Bylaws or other such rules, regulations and policies, upon reasonable notice to the Member and the opportunity to be heard by the Global Board or a committee thereof.

### **ARTICLE IV: MEMBERSHIP MEETINGS**

#### **Section 4.1 Annual Meeting.**

The Annual Meeting of the Members of the MMA shall be held one time each year, or at such times as determined by the President and/or Global Board for the convenience of the membership for the transaction of such other business as may come before the Annual Meeting. The President shall cause notice to be made to each Member at least thirty (30) days before the scheduled date of the Annual Meeting, stating the time and place of the Annual Meeting to every Member in good standing at their e-mail address. Such notice shall be deemed to be delivered when transmitted, addressed to the Member at his or her s e-mail address as it appears on the membership roll of the MMA. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, the Global Board may set a record date for such determination of Members in good standing. Regional Organizations may have separate annual meetings that shall be upon substantially similar terms as those set forth herein for the MMA; however any such meetings shall not interfere with the annual global meeting of the MMA.

#### **Section 4.2 Regular and Special Meetings.**

Regular and/or Special Meetings of the MMA, for any purpose unless otherwise prescribed by statute, can be held at such times and places as a Board may decide, or upon petition to a Board by at least thirty percent (30%) of the Members then in good standing. The President, or such other appropriate party, shall cause notice to be made to each Member at least ten (10) days before the scheduled date of the Regular and/or Special Meeting, stating the time and place of the Regular and/or Special Meeting to every Member in good standing at their e-mail address. Such notice shall be deemed to be delivered when transmitted, addressed to the Member at his or her e-mail address as it appears on the membership roll of the MMA. For the purpose of determining Members entitled to notice of or to vote at any meeting

of the Members, a Board may set a record date for such determination of Members in good standing that shall not be less than 20 nor more than 60 days prior to the date of the scheduled meeting.

#### **Section 4.3 Action of Members Without a Meeting.**

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Members.

#### **Section 4.4 Quorum.**

The presence in person or by proxy of Members entitled to vote more than fifty percent (50%) of the total votes of the Members shall constitute a quorum for matters on which all Members are entitled to vote.

#### **Section 4.5 Proxies.**

Votes may be cast by Members in person or by proxy (who shall also be a Member or the President). Every proxy must be executed in writing by the Member or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the President of the MMA, or such other appropriate party, before or at the time of a meeting at which such proxy will be exercised. No proxy shall be valid after the expiration of three (3) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon termination of the Member's membership in the MMA.

#### **Section 4.6 Majority Vote.**

At any meeting of the Members, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, in person or by proxy, shall be the act of the Members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

#### **Section 4.7 Cumulative Voting.**

Cumulative voting is not permitted for any purpose.

#### **Section 4.8 Waiver of Notice.**

Before, at or after any meeting of the Members, any Member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Member at any meeting shall be a waiver of notice by such Member except when such Member attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

#### **Section 4.9 Adjournment of Meetings.**

If any meeting of the MMA cannot be held because a quorum is not present, a majority of the Members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, the presence in person or by proxy of Members entitled to vote more than thirty percent (30%) of the total votes of the Members entitled to be cast shall, except as may be otherwise required by law or provided in the Articles of Incorporation or these Bylaws, constitute a quorum at such meeting and any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a

new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 5.1 Composition.**

Each Board of Directors of the MMA ( each a “Board”) for each Regional Organization and the Global Organization shall be comprised of not less than eleven (11) and no more than thirty-one (31) voting Members (“Directors”) as follows: ten (10) of the Directors will be Members of the MMA (“Member Directors”); five (5) Directors will be “Sustaining Directors;” four (4) Directors will be “Founding Directors;” one (1) Director will be the prior Chairperson (“Chairperson Emeritus”); and one (1) Director will be the President of the MMA (the “President”). At no time shall the number of Founding Directors, Sustaining Directors, Chairperson Emeritus or President serving on the Board be reduced. In addition, the Board may, in its discretion, may appoint up to ten (10) Honorary Directors to serve on the Board.

When a new Regional Organization Board is formed, the first founding members in the Region, not to exceed twenty companies, shall become the Board of that Region. In the case where the founding members exceed twenty, an election will be held for the Board of that Region, in the manner outlined in these Bylaws.

The Global Board of Directors (the “Global Board”) shall be comprised of the Executive Committee members from each of the Regional Organizations of the MMA (each Board shall have an Executive Committee and there shall be a Global Executive Committee of the Global Board). Otherwise, the Global Board shall be as otherwise set forth in these Bylaws for all Directors and is not to exceed twenty-one (21) Directors. In the event that there are not twenty-one (21) Executive Committee members available from Regional Organizations, the remainder of the Global Board shall be elected by the newly appointed Global Board. The MMA representative on the Global Board will be the President.

### **Section 5.2 Qualifications.**

5.2.1 **Member Directors.** Member Directors must be Members of the MMA in good standing and whose business is active in a relevant industry that directly benefits from the purpose of the MMA as set forth in Section 2.1. Member Directors will be elected by the membership of the MMA on an election schedule as set forth in Section 5.4.

5.2.2 **Honorary Directors.** It is not required that an Honorary Director be a Member of the MMA. Honorary Director status is limited to one (1) year, unless otherwise decided by a Board. Honorary Directors have voting rights.

There will be no more than ten (10) Honorary Directors at any time for each Regional Board. The Global Board may also, at its discretion, appoint no more than five (5) Honorary Directors to the Global Board.

5.2.3 **Sustaining Directors.** Five (5) companies who are Members of the MMA are designated as Sustaining Directors. Sustaining Directors include companies from the global tier one and/or tier two wireless operator community.

Sustaining Directors will be appointed by the Executive Committee and ratified by a majority of the Board.

- 5.2.4 **Founding Directors.** Four (4) companies will be designated Founding Directors by the Board based on their significant company or individual contribution to the mobile marketing industry and the association.

Founding Directors will be appointed by the Executive Committee and ratified by a majority of the Board.

- 5.2.5 **Chairperson Emeritus.** The Chairperson Emeritus is the outgoing Chairperson from the prior year.
- 5.2.6 **President.** The President manages the ongoing operations for the MMA. The President will be a non-voting member of each Board. The President may appoint a delegate to a Regional Board as necessary, without any additional approvals.

### **Section 5.3 Term of Office.**

Each Director shall hold office until the election and qualification of his or her successor or until his or her earlier death, resignation or removal.

- 5.3.1 **Member Directors.** Member Directors shall serve a term of one (1) year.
- 5.3.2 **Founding Directors and Sustaining Directors.** Each Board shall appoint Founding Directors and Sustaining Directors from each such group for a term of one (1) year, two (2) years, or three (3) years so that the tenure of each group is staggered and Board turnover does not occur at the same time.

### **Section 5.4 Election Process for Member Directors.**

The election process for the elected Member Directors will be conducted two phases.

- 5.4.1 **Phase 1 - Nominating Phase.** The first phase will be a two (2) week period during which nominations for Member Directors will take place. Nominations may be made by any Member by electronic mail or fax to the President or other such person as designated in writing by a Board. Notice of the nominating phase will be provided to Members in the manner prescribed for regular meetings. The President will compile the list of nominees for review by the Nominations Committee. No additional candidates shall be nominated by any means whatsoever after the conclusion of the two (2) week nominating period, except that the Nominations Committee may nominate eligible candidates to fill vacancies as necessary prior to the election. Once nominations are approved by the Nominations Committee, the second phase will begin.
- 5.4.2 **Phase 2 - Voting Phase.** The second phase will be a two (2) week period during which Members may cast their votes for the nominated candidates to become Member Directors. Votes will be cast by electronic mail or fax and sent to the President of the MMA (or other designee). Each Member entitled to vote shall be entitled to cast a number of votes in an amount no greater than the number of Member Directors to be elected; provided, however, no cumulative voting shall be allowed. Notice of the voting phase will be provided to Members in the manner prescribed for regular meetings. The list of candidates and the candidate statement document will be included in the all member voting phase notification.

- 5.4.3 **Membership Category Representation.** Candidates for the Member Director positions will be listed on the voting ballot form alphabetically by company name and according to membership category (as referenced in Section 3.1).
- 5.4.4 **Candidates.** All candidates running for the elected Member Director positions must have been an active member in the Association for at least three (3) months preceding the election. Active member is defined by active participation in committees, special interest groups and/or task forces, current Board of Director member director and/or monthly newsletter contributions.
- All candidates must also be active in the mobile marketing industry and be a member in good standing of the Association.
- Each candidate will be asked to prepare a candidate statement document, as part of the elections process, outlining the reasons why they should be elected to the Board of Directors. The candidate statement document will be circulated, along with list of candidates, as part of the voting process to all members.
- 5.4.5 **Election Schedule.** The Election Schedule for each Region is to be determined in consultation with the Board and the President.
- 5.4.6 **Campaigning.** Election campaigning may not begin until after the Member Director's application has been approved and accepted by the Nominations Committee. All campaigning must fall within the Phase 2 voting period and must adhere to all MMA policies and guidelines.

Votes will be tallied in confidence within three (3) business days following the conclusion of the two (2) week voting period. The President and the MMA legal counsel will certify the election results before said results are communicated to membership. The President will advise all Members of the election results in writing within three (3) business days of the votes being tallied.

In the event of a tie between two (2) or more nominated candidates to be Member Directors, within two (2) days after the votes by Members are tallied, the relevant Board shall vote to determine which of such tied nominated candidates shall be elected to serve as Member Director(s). Each Board shall notify the President of its determination and the President shall advise all Members of the results in writing within two (2) business days of the determination by the Board.

### **Section 5.5 Nominations Committee.**

Each Nominations Committee shall consist of five (5) Members and the President. A Nominations Committee will be appointed by each respective Executive Committee and may include one (1) Executive Committee member. Each Executive Committee should endeavor to appoint a Nominations Committee representative of the mobile marketing industry structure, but no appointment may be challenged or overturned as non-representative. The President will chair the Nominations Committee.

The Nominations Committee will review and ratify the list of nominees provided by the President (or his or her designee) pursuant to Section 5.4.1 prior to it being sent to the Members to ensure that all nominated candidates are eligible to serve as Member Directors. The Nominations Committee may, at its discretion, nominate additional eligible Member Director candidates to be included on the ballot. Notice of the nominating phase will be provided to Members in the manner prescribed for regular meetings.

An individual may not hold a position on the Nominations Committee if he or she is running for Member Director election.

**Section 5.6 Seating of New Member Directors.**

Newly elected Member Directors shall be seated at the next Board meeting taking place following the conclusion of the Election Period. ( the "Election Period" is defined as the time from when the President notifies the membership of the start of the election process until the appointment of the new Board). Such Board meeting will occur within one (1) month after the conclusion of the election period.

**Section 5.7 Appointment and Seating of New Founding and/or Sustaining Directors.**

Founding and/or Sustaining Directors shall be appointed by the Board at the Board meeting immediately prior to the commencement of the nominating phase for Member Directors pursuant to Section 5.4.1. Newly appointed Founding and/or Sustaining Directors shall be seated at the next Board meeting taking place following the appointment.

**Section 5.8 Removal or Resignation.**

A Director will be automatically removed from a Board in the event that his or her dues and fees have not been paid in full within ninety (90) days from date of invoice or his or her membership in the MMA is terminated for any reason, unless otherwise agreed to by the Global Board. A Director can be removed with or without cause upon the vote of at least seventy-five percent (75%) of a quorum of a Board.

An Honorary Director serves at the pleasure of a Board and may be removed by a Board at any time with or without cause.

A Director may resign at any time by giving written notice to that Board's Executive Committee. Any resignation notice may be treated by a Board, in its discretion, as immediately effective upon receipt, notwithstanding its terms, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.9 Participation in Board Meetings.**

During each term, a Director is required to attend a minimum of one (1) Board meeting in person, and to attend at least two other Board meetings (to the extent they are held) by either a) personal attendance, b) attendance by telephone conference call or c) through personal attendance by proxy, but use of methods "b)" or "c)" will each satisfy these requirements only once per term. Failure to attend meetings in satisfaction of this section will, in the discretion of the Board, disqualify a Director from "good standing" status and, at said Board's discretion, the Director may be removed from such Board.

**Section 5.10 Vacancies of Directors.**

Any vacancy occurring on a Board, by reason of removal, resignation or death, shall be filled subject to the provisions set forth in Section 7.5.

**Section 5.11 General Powers and Duties.**

The direction, control, and management of the affairs, property and funds of the MMA shall be vested in the Global Board, which shall pursue such policies and exercise such functions and responsibilities as shall be in accord with and in furtherance of the purposes and objectives of the MMA, its Articles of



Incorporation, these Bylaws, and the applicable statutes of the State of New York, the United States and any other jurisdictions in which the MMA operates.

**Section 5.12 Matters Requiring Super-Majority Vote.**

Unless otherwise stated herein all votes of a Board for any reason will require a vote of a majority of a Board in order to be approved. Any vote of the Global Board on a proposal providing for the merger, sale, dissolution, suspension of operations, declaration of insolvency or bankruptcy, material sale or transfer of assets, or division or spin-off of the MMA shall require the approval of at least seventy-five percent (75%) of the Directors voting (including any abstentions) on the Global Board where, as a condition to the vote being called, a special quorum of 75% of the Global Board of Directors eligible to vote must first be established.

**Section 5.13 Compensation.**

No Director shall receive any compensation for any service rendered to or for the MMA, except that Directors may be reimbursed for actual expenses incurred in the performance of official duties; provided, however, any anticipated expenses of more than One Hundred Dollars (\$100.00) must be approved in writing and in advance by two (2) officers of the MMA. Notwithstanding the foregoing, however, nothing contained herein shall preclude any Director from performing services for the MMA in any capacity other than as a Director of the MMA and receiving compensation therefore, so long as the arrangement has been approved by a majority of disinterested Directors.

**ARTICLE VI: MEETINGS OF THE BOARD, VOTING**

**Section 6.1 Meetings.**

The meeting of the Global Board shall be held at least one time per calendar year at such time(s) and place(s) as determined by the Global Board for the convenience of the Global Directors. All other Boards shall hold meetings at least one time per calendar year at such time(s) and place(s) as may be reasonably practicable as determined by the Board, provided that such meeting does not interfere with a scheduled meeting of the Global Board.

Any business may be transacted at a Board meeting. Such meeting may be conducted by telephone; provided, that each Director can hear each other Director, at any time.

**Section 6.2 Notice of Meetings.**

Any meeting of a Board may be held upon the giving of at least three (3) days prior notice of the time and place thereof to each Director by leaving such notice with such Director or at such Director's residence or usual place of business by electronic mail or confirmed fax transmission. Notices need not state the purposes of the meeting.

### **Section 6.3 Organization of Directors' Meetings.**

Meetings of each Board shall be convened by the Chairperson or Acting Chairperson as designated by a Board. In the absence of the Secretary, the Chairperson shall appoint an Acting Secretary for the meeting. The order of business at all meetings shall be determined by the Chairperson.

### **Section 6.4 Minutes of Meetings.**

Minutes of all meetings shall be prepared and a copy shall be supplied to each member of a Board. All minutes shall be approved by a Board at next meeting following the one at which the minutes were taken.

### **Section 6.5 Quorum, Transactions, Adjournment.**

A majority of the Directors then serving shall constitute a quorum for the transaction of business of a Board, and the actions of a majority of the Directors taken where such quorum exists shall be the official acts of a Board. There is only one authorized vote per Director. Only Directors in good standing are permitted to vote at Board meetings.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment shall be given to all Directors who were absent at the time of such adjournment.

### **Section 6.6 Proxies.**

Votes may be cast by Directors in person or by proxy. Every proxy must be executed in writing by the Director or its duly authorized attorney-in-fact. Such proxy shall be filed with the Chairperson and/or President of the MMA before or at the time of the Board meeting at which such proxy will be exercised. No proxy shall be valid after the expiration of three (3) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon the death of the Director or resignation or removal of the Director from a Board.

### **Section 6.7 Action of Members Without a Meeting.**

Any action required or permitted to be taken at a meeting of a Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of a Board.

### **Section 6.8 Waiver of Notice.**

Before, at or after any meeting of a Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any Board meeting shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

### **Section 6.9 Board Meeting Attendance.**

Board meeting attendance is limited to Directors. A Director who is the representative of an organizational or corporate Member may elect to bring one (1) additional representative from such organization or corporation to any Board meeting as an observer, with prior notification to the Secretary or President. Notification must be made at least seven (7) days prior to the Board meeting.

## **ARTICLE VII: OFFICERS**

### **Section 7.1 Officers, Titles, Term.**

Except as set forth below, the Global Board shall elect the officers of the MMA from among the Directors, which shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and a Director at Large. Regional Boards shall elect their own officers in the same manner. Each Board may appoint such other officers, committees and agents, including assistant secretaries and assistant treasurers, as it may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by a Board. One person may hold any two (2) offices, except that no person may simultaneously hold the offices of Chairperson and Secretary or the offices of Chairperson and Treasurer. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by a Board, such officer, agent or employee shall follow the orders and instructions of the Chairperson.

In order to ensure continuity of leadership, the Chairperson shall serve in a two part cycle wherein he or she is elected to Chairperson (by election), and then serves the immediately following term as the Chairperson Emeritus (without election).

Each Chairperson is elected from the Board based on the voting criteria highlighted above. Only Member Directors who have served on the Board a prior year may be eligible to fill the role of Chairperson.

Officers shall have such duties, powers and functions as provided in these Bylaws. Each officer shall hold office for the term for which they are elected or appointed and until their successor has been elected or appointed.

A Chairperson may not hold the role more than once.

### **Section 7.2 Executive Committee; Nominations; Election.**

The Executive Committee of the Global Board and each other Board shall consist of the Chairperson, the President, or delegate, and four (4) Directors elected as set forth below.

The nominations for the five (5) elected Executive Committee members will be solicited from the Board after newly elected/appointed Directors are seated pursuant to Sections 5.6 and 5.7. Directors may self nominate or be nominated for the Executive Committee and must express their interest in a specific position.

Once nominations are closed, the Board will vote on Executive Committee members. Each Director shall be entitled to one (1) vote for each vacant Executive Committee position. No cumulative voting shall be permitted.

If a single candidate chooses to stand for one role and there are no other candidates for that Executive Committee position, they will automatically assume that role with no vote required.

No more than two (2) business days following such election, the new Executive Committee members will be announced to the Chairperson, a Board and the Members by the President. MMA legal counsel will certify the election results before they are communicated to the Global Board of Directors and made official.

### **Section 7.3 Delegation of Authority to Executive Committee.**

Each Board shall, in its sole discretion and subject to its oversight and ratification, delegate such authority to the Executive Committee to permit the Executive Committee to conduct meetings and exercise its authority in the management of the routine business affairs of the MMA or a Regional Organization, during the periods between meetings of a Board. A majority of the current membership of the Executive Committee shall constitute a quorum thereof, and the acts of a majority of a quorum of the Executive Committee shall constitute the official acts of the Executive Committee. Minutes of Executive Committee meetings shall be prepared, a copy of which shall be supplied to each Director on request.

### **Section 7.4 Removal, Vacancy.**

Any officer elected or appointed by a Board may be removed by a Board, with or without cause, at any time. In the event of an officer vacancy, each Board in its discretion may elect or appoint a successor to fill any unexpired term.

### **Section 7.5 Retention of Director, Officer & Executive Committee Roles.**

An officer or Executive Committee member who is a Member of the MMA as result of his or her relationship with a business entity or organizational Member serves as an officer and/or the Executive Committee in his or her capacity as representative of the business entity or organization holding such membership.

In the case where a Director leaves the employment of a Member company or a vacancy is created pursuant to Section 5.10, the original Director position will remain with the Member company which originally employed the Director and upon the Director leaving the Member company the Member company may appoint a representative from its employ, to be ratified by the relevant Board, to fulfill the remainder of the term of that Director. In the event a Board is unwilling to ratify the newly selected Director, the Member company shall select replacement nominees until the Board does so ratify its selection.

### **Section 7.6 Committees.**

Committees may be established upon recommendation of a Member or Director with approval of the Executive Committee. Committees and committee leadership shall be constituted and administered as determined by the President and the MMA staff.

### **Section 7.7 Compensation.**

Except for the President, no officer or Executive Committee member shall receive any compensation for any service rendered to or for the MMA, except that officers and Global Executive Committee members may be reimbursed for actual expenses reasonably incurred in the performance of official duties; provided, however, any anticipated expenses of more than One Hundred Dollars (\$100.00) must be

approved in advance by two (2) officers of the MMA (including the President). Notwithstanding the foregoing, however, nothing contained herein shall preclude any officer or Executive Committee member from performing services for the MMA in any capacity other than as an officer or Executive Committee member of the MMA and receiving compensation therefore, so long as the arrangement has been approved by a majority of disinterested Directors.

#### **Section 7.8 Chairperson.**

The Chairperson of each Board shall provide oversight on affairs of MMA including strategy and implementation, and strategic relationships to ensure that all orders and resolutions of each Board are carried into effect; chair Board and Executive Committee meetings; Manage board continuity, succession and leadership (supervise President, Treasurer, Secretary, Director at Large and Vice Chairperson); and, Spokesperson for the association.

The Global Chairperson shall designate or hire a President or Administrative Director, and/or any other staff, to carry out specified duties, and set a salary or other compensation terms for such employment, subject to the approval of the Compensation Committee.

#### **Section 7.9 President.**

The President shall develop the association strategy, including planning and managing programs & activities to achieve established goals and objectives – including strategy and implementation, relationships, global organization, budget, etc.; maintain and grow membership; nurture existing and target new markets for global expansion; promote membership participation; provide leadership in working with membership on initiatives; lead committee interaction and initiatives; supervise MMA staff and contractors; manage ongoing operations of the association; act as signatory on MMA accounts; and, act as spokesperson for the MMA. The President, or an appointed delegate, is a non-voting member of every Board and all Committees.

#### **Section 7.10 Vice Chairperson.**

During the absence or disability of the Chairperson, the Vice Chairperson shall have the powers and functions of the Chairperson; ensure fluent in all strategy and operations of association to ensure effective transition to Chairperson in following year; and, perform such other duties as a Board and Executive Committee shall prescribe.

#### **Section 7.11 Treasurer.**

The Treasurer shall have oversight on the care and custody of all funds and securities of the MMA; act as signatory on the MMA accounts. At the end of each corporate year the Treasurer shall assist in an audit of the accounts of the MMA made by an Audit Committee.

#### **Section 7.12 Secretary.**

The Secretary shall keep the minutes of the meetings of the MMA Board (take minutes, certify minutes and circulate to the Board members for review).

#### **Section 7.13 Director at Large.**

The Director at Large will perform duties by a Board or Executive Committee as prescribed.

#### **Section 7.14 Chairperson Emeritus.**

The Chairperson Emeritus will function in an advisory role to the Chairperson of and will be a voting member of each Board.

### **ARTICLE VIII: GLOBAL AND REGIONAL ORGANIZATIONS**

#### **Section 8.1 Establishment of Global and Regional Organizations.**

The Global Board may establish a Global the MMA Organization to include “Regional Organizations” (“Global Organization”) in association with other like minded national and regional organizations who desire to affiliate with the MMA brand and, from time to time, establish regional organizations of the MMA and determine their territorial boundaries (“Regional Organizations”). All applicants for membership in the Global Organization or any Regional Organization shall be admitted as a Member as provided in Section 3.

The Global and Regional Organizations shall be administered and funded by a process determined in negotiation between those organizations, the President and the Regional Executive Committee and approved by the Global Boar. Each Regional Organization will establish a Board which follows these Bylaws in their entirety and shall be subject to them, the decisions of the Global Board and any other rule, regulation or policy of the MMA as a Member of the MMA. Any and all decisions of any Board shall be subject to the ratification of the Global Board.

### **ARTICLE IX: INDEMNIFICATION**

#### **Section 9.1 Indemnification.**

The MMA shall indemnify every Global Director or officer and their heirs, executors and administrators against all loss, cost and expense, including attorneys’ fees, reasonably incurred in connection with any action, suit, or proceeding to which they may be made a party by reason of being or having been a Global Director or officer of the MMA, except for matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the MMA is advised by legal counsel that the persons to be indemnified have not been guilty of gross negligence or willful misconduct in the performance of their duties in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such officer or Director may be entitled.

## ARTICLE X: AMENDMENTS

### Section 10.1 Adoption, Amendment, Repeal.

- 10.1.1 **By Board.** Except as limited by law, the Articles or these Bylaws, the Global Board shall have power to adopt, amend and repeal the Bylaws of the MMA at any meeting of the Global Board called for that purpose at which a quorum is represented. If, however, the Members shall make, amend or repeal any Bylaw, the Global Directors shall not thereafter amend the same in such manner as to defeat or impair the object of the Members in taking such action.
- 10.1.2 **By Members.** The Members may, by the vote of at least seventy-five percent (75%) percent of the votes of the Members, unless a greater percentage is expressly required by law, the Articles of Incorporation or these Bylaws, adopt, alter, amend or repeal the Bylaws of the MMA at any Annual Meeting or at any special meeting called for that purpose at which a quorum shall be represented.

### Section 10.2 Notice of Changes.

If any Bylaw regulating an impending election of Directors is adopted, amended or repealed by the Global Board, there shall be set forth in the notice of the next election of Directors the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

## ARTICLE XI: MISCELLANEOUS

### Section 11.1 Deadlocks.

In the event of a deadlock in any vote of a Board or Executive Committee, the Chairperson(s) shall cast a second or deciding vote.