

BY-LAWS
OF
NETWORK PROFESSIONAL ASSOCIATION V10

ARTICLE I

Name and Office

Section 1. Name. The name of the Association shall be the Network Professional Association.

ARTICLE II

Section 1. Registered Office and Agent. The Association shall have and continuously maintain a registered office and a registered agent.

ARTICLE III

Members

Section 1. Classes of Members. The Association shall have three classes of members as described below. To become a member of the Association a candidate must complete a membership application and submit it to the Executive Office. The application will be reviewed by the Association to determine if the applicant meets the requirements for membership. When the review has been completed the applicant will be informed of the decision to accept or deny their application.

Section 2. Qualifications of the Professional Members. The professional membership of the Association shall consist of persons that are:

- a. Interested in advancing the purposes of the Association.
- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.
- c. Willing to sign the Association's membership agreement, if any.
- d. Willing to abide by the Association's Code of Ethics.
- e. Current in the payment of their membership dues.
- f. In possession of a measure of advanced competency in the area specifically related to the computer networking industry in particular but not limited to:
 - Holds a valid and current certification specifically related to the computer networking industry, where the certification requires one or more exams.
 - Has two or more years of specific computer networking industry experience..
 - Holds an education of higher learning degree,
 - Recognized person of influence in the area of computer networking.

Section 3. Qualifications of the Community Members. The (basic) membership of the Association shall consist of persons that are:

- a. Interested in advancing the purposes of the Association.

- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.
- c. Willing to sign the Association's membership agreement, if any.
- d. Willing to abide by the Association's Code of Ethics
- e. Involved in the advancement of Information Technology Community in particular but not limited to:
 - In progress of obtaining a valid certification, specifically related to the computer networking industry.
 - Employed in the network industry.
 - Currently enrolled in an accredited educational institution or technical, private school.
 - Distributer, processor or provider to the computer networking industry or its customers.

Section 4. Qualifications of the Executive Members. The executive membership of the Association shall consist of company representatives that are:

- a. Interested in advancing the purposes of the Association.
- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.
- c. Willing to sign the Association's membership agreement, if any.
- d. Willing to abide by the Association's Code of Ethics.
- e. Current in the payment of their membership dues.
- f. Are companies doing business in the computer networking industry.

Section 5. Privileges of Professional Members. All professional members shall be equally privileged to:

- a. Vote for members of the Board of Directors.
- b. Vote on all other matters presented by the Board of Directors for the vote of the membership.
- c.
- d. Hold any office or honor within the Association.
- e. Participate in the activity of the NPA membership.
- f.
- g. Use the designation "Professional Member of the NPA" within the guidelines established by the Association.

Section 6. Privileges of Community Members. All community members shall enjoy all the rights and privileges of professional members except they:

- a. Shall not vote.
- b. Shall not hold any elected office without Board of Director approval.
- c. Shall not serve on any National or International Committee without Board of Director approval.

Section 7. Privileges of Executive Members. All executive members shall enjoy all the rights and privileges of professional members except they:

- a. Shall not hold any elected office without Board of Director approval.
- b. Shall not serve on any National or International Committee without Board of Director approval.

Section 8. No member under sentence of suspension or expulsion shall take part in any proceeding of the Association or be elected to any office of the Association.

Section 8. Suspension or Termination. The Board of Directors shall have the power, by a three-fourths majority vote of its directors, to suspend a person's membership for a period of time or to terminate membership of any member of the Association for good cause. Good cause may consist of, but is not limited to: conviction of a felony, serious misconduct; violation of the By-laws or Policies of the Association, suspension or revocation of an Association certification; or conduct which the Board, in its sole discretion, deems detrimental to the best interest of the Association. At its discretion, the Board of Directors may publish a notification of any and all disciplinary actions in the manner and the time that they choose. No Member under sentence of suspension or expulsion shall take part in any proceeding of the Association or be elected to any office of the Association.

Section 10. Reinstatement. The Board of Directors shall have the power, by a three-fourths majority vote of its directors, to readmit to membership persons who have had their membership suspended or terminated for reasons other than non-payment of dues. Former members may only be readmitted to membership by written request to the Board of Directors; they may not reapply for membership through the normal application process. The amount of time that an individual must wait to have his or her suspension lifted or his or her membership status restored is at the sole discretion of the Board of Directors.

Section 11. Dues. All members shall pay dues to the Association. The Board of Directors shall decide what the membership dues shall be for all classes of membership, the manner in which the dues are communicated to the members, the manner and time of payment, and the distribution of the dues between the Association and the Chapters.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in each year or at a time and place selected by the Board of Directors for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the members may be called either by the Board of Directors, or by the Chair of the Board upon written request of not less than 10% of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the Chair, or the officers or persons calling the meeting. In the case of a special meeting or when required, by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 5. Quorum. The members holding at least a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Voting. Voting to be performed by viva voce or the Board of Directors may by resolution provide for elections to be conducted ballot in person, by mail, or by electronic media or device.

ARTICLE V

Association Officers

Section 1. Officers. The officers of the association shall be a Chair of the Board, and such other officers as may be determined by the Board of Directors as defined in Board Process.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Directors for an annual term commencing at the beginning of the next fiscal year and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Officers shall be members of the Board of Directors.

Section 3. Removal. Any officer may be removed by a three-quarters majority of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal executive officer of the Association and shall in general supervise and control all of the affairs of the Association. He shall preside at all meetings of the Board of Directors. He may sign with any other proper officer of the Association authorized by the Board of Directors any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VI

Board of Directors

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Qualifications. The governing body of the NPA is a Board of Directors who will never be fewer than 5 directors nor greater than 20 directors and normally be 7 with the majority of the directors always elected by the membership of the NPA. The authorized number of Board seats may be changed by a two-thirds majority vote of the Board. Each director shall serve a term of two years from the date of his or her election or appointment, or until a successor is designated. The election of directors shall be staggered so that half of the elected directors are elected in alternating elections. A member may not serve more than two consecutive terms on the Board of Directors unless approved by a two-thirds majority vote of the Board. Persons being non-members may not serve as Director without Board of Director approval. No more than 30% of the Directors may be non-members.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such times and places as may be designated by resolution by the Board of Directors; The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the Chair or any two directors. The person or persons authorized to call special meeting of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least thirty days previous thereto by written notice delivered personally or sent by mail or electronically to each director. If sent by mail it shall be deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid and will be deemed to be delivered on the day following the day such notice is deposited in the United States mail. If notice is given electronically, such notice will be deemed to be delivered when sent. Any director may waive notice of any meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-laws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Forfeiture of Office Due to Absence. If any elected director is absent from two consecutive regular meetings of the Board of Directors during a single administrative year, his or her seat on the Board shall be reviewed by the Board to

determine if the seat should be vacated or if the director should retain his or her seat on the Board. If the seat on the Board of Directors is vacated it shall be filled as provided by these By-laws. The Board shall consider each absence of an elected director as a separate circumstance and may waive such absence by the majority vote of the directors.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director may be selected by appointment to fill a vacancy until the earlier of until the next annual meeting of the Board of Directors of the Association or elections for Directors, A director shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VII

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors and qualified members of the Association, and the Chair of the Association shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Association and until their successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed committee chair.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance consistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

Contracts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officer so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

ARTICLE IX

Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

Chapters

Section 1. Formation. Members may request the formation of a new Chapter of the Association by submitting an application for Chapter status. These applications shall be reviewed by the Board of Directors or a committee appointed by the Board for that purpose. The form and content of the application shall be determined by the Board of Directors.

Members of the Association may not represent themselves as a Chapter of the Association until they have received written notice that their application has been approved. Approved Chapters shall be known as the (geographical name) Chapter. To provide for the orderly growth of Chapters, the Board of Directors shall have the right to change the names and boundaries of existing Chapters.

Section 2. Operations. The Board of Directors shall establish policies governing the rights, obligation and operation of Chapters.

Section 3. Dissolution. The Board of Directors shall have the right to dissolve, abandon, or revoke Association privileges whenever in its judgment the best interests of the Association would be served thereby.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XII

Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Articles of incorporation or the By-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to By-Laws

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least fifteen days written notice is given of intention to alter, amend or repeal and to adopt new By-laws at such meeting.

ARTICLE XIV

Indemnification

The Association shall indemnify all officers and directors of the Association to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Association.