

BY-LAWS
OF
MASSACHUSETTS PROFESSIONAL PLACEMENT CONSULTANTS INC.

(Previously dated November 19, 1993 and Amended September 17, 2003, and January 21, 2004)

ARTICLE ONE.

ORGANIZATION

- 1) The name of this organization shall be MASSACHUSETTS PROFESSIONAL PLACEMENT CONSULTANTS, INC.
- 2) The organizations shall have a seal which shall be in the following form: a circular die with the name, MASSACHUSETTS PROFESSIONAL PLACEMENT CONSULTANTS, Inc., inscribed on its outer edge and the words "CORPORATE SEAL COMMONWEALTH OF MASSACHUSETTS" inscribed in the center of the die.
- 3) The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE TWO.

PURPOSES

The following are the purposes for which this organization has been organized.

- I. To foster and develop professionalism.
- II. To provide a forum for the exchange of ideas.
- III. To promote a code of ethics by which the members shall conduct themselves.
- IV. To acquire land and personal property as is necessary or convenient to the carrying out of the corporation's purposes and dispose of any part of said land and personal property by sale or as security for a loan.
- V. To borrow as is necessary to carry out this corporation's purposes.

ARTICLE THREE.

Section One.

MEMBERSHIP

Membership shall be available to all Professional Placement Firms, principals or owners of which have a minimum of two years continuous experience as owners/principals in said firms immediately preceding application for membership, and not less than four years total recruiting/ counseling experience in the Professional Placement Industry or four years of industry recruiting experience plus two years of continuous ownership immediately preceding application (for a total of six years) which also qualifies for application, and whose majority of income and thrust and interest of their business is from the placement of technical, scientific, management, administrative and marketing personnel or personnel with related skills at the college or equivalent level of attainment and considered "exempt" under federal wage and hour laws and who derive their gross income from placing such personnel with companies on and employer fee paid basis; and these members shall not charge applicants a fee for any service performed in connection with securing the applicant a position or job. Membership is further restricted so that organizations of the same franchised system are limited to a maximum of 15% of the total of MPPC.

- A. A member may be a business organization owned by an individual, partnership, trust, or corporation whose main thrust is the Permanent Placement of Professional Personnel.
- B. Application for membership shall be by written application directed to the Chairman of the Membership Committee of the organization.
- C. Each applicant for membership shall agree in writing to abide by the By-Laws and standard practices and ethics of the organization.
- D. For advertising purposes, the MPPC Logo shall only be used for Permanent Professional Placement
- E. PROCEDURE FOR ACCEPTANCE OF NEW MEMBERS:

- 1) Sponsor maker brings name to membership for consideration at a business meeting with a request that any comments (pro or con) be transmitted to the Membership Chairman within two weeks.
- 2) After the two week period for response has elapsed, the Chairman (or designated MPPC member) visits the prospective member's facility, conducts interview, obtains references, and completes an application for membership, providing MPPC history and code of ethics to the potential member.
- 3) Membership Committee checks references and forwards completed application to Secretary.
- 4) Prospective member is interviewed by Board of Directors, with sponsoring member in attendance.
- 5) Board of Directors votes to approve or disapprove potential member for recommendation to the full membership. .
- 6) Board approved applications will appear on the Agenda of a scheduled meeting at which time the full membership will vote to approve or disapprove any potential members. Membership will be granted upon a positive vote of at least two-thirds of the members in attendance.
- 7) If accepted, new member is informed and invited to next meeting and presented by nominating member. A copy of the By-Laws, an MPPC brochure and mailing list is sent to new member.

ARTICLE THREE.

Section Two.

MEMBERSHIP

A member good standing shall be a member who has not been in suspended nor on a leave of absence nor has submitted a resignation.

- A. The resignation of any member shall be in writing and directed to the Secretary.
- B. Any member, may for good cause, request a leave of absence by written notice directed to the Secretary. All requests for leaves of absence shall be subject to the approval of the Board of Directors on such terms as the Board of Directors may prescribe.
- C. The Board of Directors may, in its discretion, suspend or terminate a member by written notice of suspension or termination for reason of failure to pay membership dues, assessments, pledges, or other financial obligations, but only after thirty (30) days from the date of demand has been made by the Treasurer. The notice of demand for payment by the Treasurer shall contain notice of suspension or termination for failure to pay.
- D. The Board of Directors may, in its discretion, suspend or terminate a member for due cause, but only after mailing written notice stating the due cause. Notice of action on suspension or termination shall be sent to the member at least thirty (30) days prior to the date on which action on suspension or termination

shall be taken. The notice shall contain the reasons for action being taken on suspension or termination. Prior to taking action on suspension or termination for due cause, the member affected shall be given the opportunity of a hearing.

E. Membership may not pass through sale, transfer, assignment or bequest of an existing MPPC member, such new owners being required to meet the requirements for membership except for specific waiver by a majority vote of the Board of Directors.

F. A principal of a member organization, who held at least 22% ownership in said organization for a period of two years preceding application for membership and disassociates completely from that organization and establishes or acquires another organization which in all respects meets the requirements for membership, may be eligible for membership without regard to the required minimum period in business, as set forth in Article Three Section One; provided such principal makes application for membership within one year after such disassociation.

G. To remain in good standing, members or a duly authorized representative from their firm, with authority to vote must attend a minimum of four meetings of the membership including the Annual Meeting. Failure to meet this requirement may result in suspension of membership.

H. Membership in MPPC precludes Contract Recruiting as a part of the services a member can provide to its clients. For the purposes of this By-Law, the term contract recruiting will not be construed to include the temporary and/or part-time performance of the employment function for a client by the Principal(s) of an MPPC Member firm or employment services incidental to other consulting for a client.

ARTICLE FOUR.

MEETINGS

The Annual Membership Meeting of this organization shall be held on the third Wednesday of January each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these By-Laws. The secretary shall cause to be mailed, emailed or faxed to every member in good standing as it appears in the membership roll book of this organization notice telling the time and place of such annual meeting.

Regular meetings of this organization shall normally be held on the third Wednesday of each month, unless otherwise voted by the Board of Directors. In the event the third Wednesday is a holiday, the Board of Directors will reschedule as convenient for the membership.

The presence of not less than the larger number of ten (10) members or fifty percent of the membership shall constitute a quorum and shall be necessary to conduct the business of this organization.

Special meetings of this organization may be called by the President when it is in the best interest of the organization. Notices of such meeting shall be mailed, emailed or faxed to all members at their addresses as they appear in the membership roll book at least three (3) days, but not more than ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. If a vote is required, a ballot may be provided on request.

At the request of three (3) members of the Board of Directors or five (5) members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE.

VOTING

Members, or authorized members of their firms may vote at all meetings. Abstentions will effect the positive number of votes required but will not effect the number of members in attendance for purposes of a quorum. For election of officers and directors, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

ARTICLE SIX.

ORDER OF BUSINESS

1. Roll Call.
2. Reading of the minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers. '
5. Old and Unfinished Business.
6. Election of New Officers (Annual Meeting only).
7. New Business.
8. Good and Welfare.
9. Adjournments.

ARTICLE SEVEN.

BOARD OF DIRECTORS

The business of this organization shall be managed by the Board of Directors consisting of three (3) members together with the officers of this organization. Of that number, one (1) must be the immediate past President who shall serve in that capacity for only one term. At least one of the Directors elected shall be a resident of Massachusetts and a citizen of the United States.

The directors to be chosen for the ensuing term shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

The Board of Directors will manage the affairs and business of this organization, act in the name of the organization when it is convened by its' Chairman after due notice to all the directors.

The term for a Board of Director is two (2) years and no director shall serve in the same capacity for more than one term.

Four of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held prior to each regular Membership Meeting.

Each Director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of office.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization, for this hearing.

The Authority of the Board of Directors to obligate the organization for amounts exceeding \$500.00 shall only be with the prior approval of the membership. All major expenditures would be presented in the Annual Budget and approved at that time.

ARTICLE EIGHT.

Section One.

OFFICERS

The officers of the organization shall be as follows:

President.

Vice President.

Secretary.

Treasurer.

The term of each office is two (2) years.

The President shall preside at all membership meetings.

Shall be Chairman of the Board of Directors.

Shall present at each Annual Meeting of the organization an Annual Report of the work of the organization.

Shall appoint all committees, temporary or permanent.

Shall see all books, reports and certificates as required by law are properly kept or filed.

Shall be one of two signatures required who will sign jointly the checks or drafts of the organization.

Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise the office, become acting President of the organization with all rights, privileges, and powers as the duly elected President.

The Vice President shall serve as Chairperson of the Program committee, with responsibility for planning meeting content assisted by the Arrangements Committee.

The Secretary shall keep and records of organization and the Board of Directors in appropriate books.

Shall file any certificate required by any statute, federal or state, including: an annual report of condition, reports of changes to the By-Laws, and State and Federal income tax returns, etc.

Shall give and serve all notices to members of this organization.

Shall be the official custodian of the records and seal of this organization.

Shall present to the membership at any meetings any communication addressed to the Secretary of the Organization.

Shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the Organization.

Shall attend to all correspondence of the Organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all copies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

Shall be one of the two signatures who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

Shall exercise all duties incident to the office of Treasurer, and submit a yearly budget for approval at the Annual Meeting.

Officers shall by virtue of their offices be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

No officer shall serve in the same office for more than one term.

ARTICLE EIGHT.

Section Two.

ELECTION OF OFFICERS

The President shall, not later than thirty (30) days prior to the Annual Meeting post a list of the membership with the positions each member is eligible to serve. This list will serve as a ballot, with each member voting for one member for each office. Each member is required to attend the Annual Meeting and present their ballot. In the event of illness or unusual circumstance, the ballot may be mailed or faxed to the secretary.

The Secretary will pick two non board members to count the ballots at the meeting. In the event of a tie for any office, a run off will be held by those tied for the position. Only those members in attendance may vote in the event of run off elections. If a person is elected to more than one position, the person may choose which position to serve.

All terms will be for two years.

ARTICLE NINE.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who shall be or who shall have been a director or officer of the Corporation, or who shall serve or shall have served at its request as a director or officer of another corporation or as a trustee or officer of an association or trust in which the Corporation owns stocks or shares or of which the corporation is a creditor, shall be indemnified by the corporation against all liabilities and expenses at any time imposed upon or reasonably incurred by him or her in connection with: arising out of, or resulting from any action, suit or

proceeding in which he or she may be involved or with which he or she may be threatened, by reason of his or her serving or theretofore having served as such director, trustee or officer, or by reason of any alleged act or omission by him or her in any such capacity, whether or not he or she shall be serving as such director, trustee or officer at the time any or all of such liabilities or expenses shall be imposed upon or incurred by him or her.

The matters covered by the foregoing indemnity shall include any amounts paid by any such person in compromise or settlement, if such compromise or settlement shall be approved as in the best interest of the corporation by vote of a majority of disinterested directors present and voting at a meeting of the Board of Directors at which a quorum to do business is present, or by vote of a majority of the disinterested members of the corporation, present at a membership meeting duly called, at which a quorum to do business is present. The matters covered by the foregoing indemnity shall not include liabilities or expenses imposed or incurred in connection with any matters as to which such person shall be finally adjudged in such action, suit or other such proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of such corporation, trust or association.

Each person who becomes a director, trustee or officer, as aforesaid, shall be deemed to have accepted and to have continued to serve in such office in reliance upon the indemnity herein provided. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not limit any other right of indemnification existing independently of these provisions which any director, trustee or officer may have.

ARTICLE TEN.

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization subject to the other provisions of these By-Laws.

ARTICLE ELEVEN.

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

- Membership Committee
- Program Committee
- Public Relations Committee
- Ethics Committee
- Legislative Committee
- Arrangements Committee
- Arbitration Committee

ARTICLE TWELVE.

DUES/ASSESSMENTS

The Board of Directors shall have the power to change the amount of dues or assessments, the time of payment and the manner of payment subject to the prior approval of the membership by an affirmative vote of the majority of the membership present and voting at a meeting.

New Member's dues may be charged on a pro rata basis for the number of months remaining in the fiscal year of entering membership.

ARTICLE THIRTEEN.

AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the full membership voting affirmatively. If two-thirds of the membership do not attend a duly called meeting to vote on an amendment, a ballot may be used for the next Meeting. Such ballot may be used by the member to vote on an amendment that is duly promulgated on the agenda for the second meeting on the same amendment.

ARTICLE FOURTEEN.

PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order shall be used as a guide where they are not in conflict with or inconsistent with MPPC's By-Laws and any special rules of order that MPPC may adopt.