

**BYLAWS OF THE
ARKANSAS INVENTORS' NETWORK, INC.**

**ARTICLE I
ORGANIZATION & PURPOSE**

1.1 **PRINCIPAL OFFICE.** The principal office of the Corporation in the State of Arkansas shall be located in the city of Little Rock, Pulaski County. The Corporation may have such other offices, either within or outside of the State of Arkansas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2 **REGISTERED OFFICE AND REGISTERED AGENT.** The Corporation shall have and continuously maintain in the State of Arkansas a registered office, as required. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Arkansas, and address of the registered office may be changed from time to time by the Board of Directors.

1.3 **NON PROFIT.** The Corporation shall have no capital stock. It shall be composed of members rather than shareholders. The Corporation shall engage in activities consistent with the purpose and objectives stated herein, the general not-for-profit corporation law of Arkansas, and section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any future Arkansas Law and/or United States Law that supplant or supplement these statutes.

1.4 **MISSION.** The Corporation is dedicated to assisting Arkansas inventors and entrepreneurs find the resources and help necessary to define, evaluate, produce, and market their viable product ideas and innovations.

1.5 **PURPOSE.** To establish a network of inventors, entrepreneurs, manufacturers, distributors, investors and entrepreneurs; develop programs to educate and inform members on the product-to-market processes; acquaint members with the various forms of assistance for governmental and private sources; engage in activities which tend to facilitate and accelerate successful market entry of members' inventions; support public and private community programs on creativity and innovation; affiliate with one or more not-for-profit inventors and entrepreneurial associations having a regional, national or international scope; and other activities consistent with non-profit corporation status that support, promote, and educate innovation and inventions in the State of Arkansas.

**ARTICLE II
MEMBERSHIP**

2.1 **RIGHTS.** The conditions and regulations of membership and the rights and other privileges of the classes of members shall be determined and fixed by the Board of Directors. All members

who have paid current dues shall be entitled to one vote on each matter submitted to a vote of the members.

2.2 CLASSES. The Corporation shall have three classes of members as follows:

2.2.1 REGULAR. Individual inventor or entrepreneur who has created an invention or product or who is seeking to become an inventor or entrepreneur. Regular members shall include individuals, companies, groups, or other organizations that invent products, produce ideas, or otherwise engage in innovation. A partner situation or husband & wife team shall constitute one (1) Regular Member for the purposes of dues and voting rights. Companies or groups can designate and pay dues for up to five (5) individuals as Regular Members.

2.2.2 ASSOCIATE. Individual, company, group, or other organization that provides aid, help, resources, or financing to inventors. This class of membership is reserved for service providers and support agencies that offer resources for Members, for a fee or at no cost.

2.2.3 CHARTER. Regular Members that join the Corporation during the first 6 months of operation. Charter Members shall be afforded the same rights and privileges as Regular Members. Charter Members who terminate membership for any reason and reapply or are reinstated outside the first 6 months of operation, shall be granted membership as a Regular Member.

2.3 ADMISSION OF MEMBERSHIP. Any person desiring membership in the organization shall fill out the Application for Membership form which will indicate his qualification for a respective classification. The Membership Application form, along with a check for the annual dues, shall be provided to the Corporation Treasurer. Unless canceled or terminated for cause as provided herein, membership shall be automatically renewed each year, upon advance payment of annual dues. The membership year shall begin on January 1.

2.3 TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of its members, may suspend or expel a member for cause after an appropriate hearing and may terminate any member who becomes ineligible for membership or suspend or expel any member who is in default in payment of dues for the period fixed in these Bylaws.

2.4 RESIGNATION. Any member may resign by filing a written resignation with the secretary but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

2.5 REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of members of this Board, reinstate such former membership on such terms as the Board of Directors may deem appropriate.

2.6 TRANSFER OF MEMBERSHIP. Membership in this association is non-transferable or assignable.

2.7 DUES. Annual dues are required from all Members to maintain current membership status. Dues are payable on the beginning date of the membership year. Members whose dues are not paid within 60 days of the due date each year, will automatically be suspended on that date. Members so suspended may be reinstated upon receipt of delinquent dues. Dues for each Member Class are as follows:

2.7.1 REGULAR. \$35/year

2.7.2 ASSOCIATE. \$100/year

2.7.3. CHARTER. \$25/year

ARTICLE III DIRECTORS & OFFICERS

3.1 BOARD OF DIRECTORS: The Board of Directors shall manage the affairs of the Corporation and shall be indemnified as described in Article VII. The Board of Directors shall constitute the Officers, representatives from designated organizations, and three (3) elected representatives from Corporation Membership. Board Members shall be afforded the full rights and privileges as Regular Members (including voting rights) and are exempt from paying dues while serving on the Board.

3.1.1 DESIGNATED DIRECTORS. Members of the selected organizations shall provide an individual to serve on the Board of Directors. Each representative shall help guide the direction of the Corporation while providing liaison between the group and the respective organization. If an organization does not choose to provide a liaison, that Board position will go unfilled. All Designated Directors are subject to approval by Membership vote. Organizations requested to provide an individual as a Designated Director for the Corporation are as follows:

Arkansas Economic Development Commission
Arkansas Small Business Development Center
UALR College of Business
UAMS BioVentures
Arkansas Patent and Trademark Library

3.1.2. ELECTED DIRECTORS. Directors representing Corporation Membership shall be elected to 3-year terms. The exception is the first election, whereby the Directors are elected to 1, 2, and 3 year terms. This allows that during subsequent annual elections, 1 Director position comes up for vote.

3.2 ANNUAL MEETING: An annual meeting of the Board of Directors shall be held each year in the month of January for the purpose of selecting a Board President for the upcoming year, determining and requesting Designated Directors, reviewing past year's results and upcoming plans for the year, and for the transaction of such other business as may come before the meeting.

3.3 SPECIAL MEETINGS: Special meetings of the Directors may be called by the President of the Board of Directors or upon the written request of any three or more Directors.

3.4 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 called by the Board of Directors. If all of the Directors shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting, any corporate action may be taken.

3.5 NOTICE OF MEETING: Written or printed notice stating the place, day and hour of any meeting of the Board of Directors shall be delivered, either personally or by mail or electronically, to each member thereof, not less than (4) nor more than thirty (30) days before the date of such a meeting, by or at the direction of the President of the Board calling the meeting. In case of special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director, at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

3.6 INFORMAL ACTION BY THE BOARD OF DIRECTORS: Any action required by law to be taken by the Board of Directors or any action which it may choose to take may be accomplished without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors with respect to the subject matter thereof.

3.7 QUORUM: Directors representing a majority of the votes which may cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

3.8 PROXIES: At any meeting of the Board of Directors, a member thereof may not vote by proxy. However, if having been informed in full of the intended items to be voted on, the member not present may deliver to the President of the Board, his/her vote executed in writing. The vote will be accepted only if the members in the present agree that no new information that could affect the vote was presented at the meeting.

3.9 VACANCIES: Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office.

3.10 COMPENSATION: Directors as such, shall not receive any salaries for their services, but by resolution, expenses if any may be allowed for attendance at an annual or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving in any other capacity and receiving compensation thereof.

3.11 ABSENCES: Any Officer or Director upon missing three (3) consecutive board of directors meetings shall be asked to resign from the board.

3.12 OFFICERS: The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of these Bylaws. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. A maximum of two offices may be held by the same person, except that the same person shall not at the same time hold the offices of President and Treasurer.

3.12.1 PRESIDENT: The President shall be the chief executive officer of the Corporation and shall in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at the meetings of the members. He/she may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other office or agent of the Corporation; and in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. After the first year of annual officer elections, the position of President shall not be elected; instead the elected Vice President shall always assume the President position upon successful completion of his/her term.

3.12.2 VICE PRESIDENT: In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties from time to time as may be assigned to him by the Board of Directors.

3.12.3 TREASURER: The Treasurer shall be in charge and have custody of and be responsible for all funds and securities of the Corporation. He/she shall receive and give receipts for all money due and payable to the Corporation from any such banks or other depositories as shall be selected in accordance with these Bylaws; and in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors.

3.12.4 SECRETARY: The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with these Bylaws or as required by the law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors.

3.13 ELECTIONS AND TERM OF OFFICE: Candidates for officers of the Corporation shall be nominated annually by the Board of Directors and voted on by Members at the general

election during the Annual Meeting of the year. Each officer shall hold any office until his/her successor shall have been duly elected and shall have qualified.

3.14 REMOVAL: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its sole judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the so officer removed.

3.15 VACANCIES: A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

ARTICLE IV COMMITTEES

4.1 APPOINTMENT OF COMMITTEES: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors and one or more members. Committees, to the extent provided in said resolution shall have and exercise the authority of the board of directors in the management of the Corporation.

4.2 TYPES AND POWERS: The types and powers of the various committees are not limited to the following:

4.2.1 EXECUTIVE COMMITTEE: Consists of the Officers and meets regularly to determine agendas and on-going or emergency activities of the Corporation.

4.2.2 MEMBERSHIP COMMITTEE: Assists in finding new active and associate members and where necessary investigates the background of applicants and provides recommendations to the Board of Directors based on those findings.

4.2.3 FUND RAISING COMMITTEE: Assists in fund raising efforts other than membership dues. Presents recommendations for various types of fund-raising projects and grants to the Board of Directors.

4.2.4 MARKETING COMMITTEE: Identifies and obtains addresses and names or proper outlets or manufacturer's representatives working with the inventor for each invention.

4.2.5 PROGRAM COMMITTEE: Determines and selects speakers and organizations to present to the members of the Arkansas Inventors' Network.

4.2.6 PUBLIC RELATIONS COMMITTEE: Gathers news, writes articles and regularly publishes a newsletter. Sells advertising contracts and maintains a list of subscribers.

4.3 TERM OF OFFICE: Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee. The President with approval of the Board of Directors may appoint a successor to any appointee who has been terminated.

ARTICLE V MEETINGS

5.1 ANNUAL MEETING: An annual meeting of the members will be held for the purpose of electing Officers and Directors, voting on changes to these Bylaws, membership development and for the transaction of other business as may come before the meeting, otherwise, at the discretion of the Board of Directors. The annual meeting shall be held in November of each year.

5.2 REGULAR MEETINGS: Regular meetings shall be held bi-monthly beginning in January on the second or third Thursday of the month. The meeting's purpose is to provide education and information on inventions and innovation, networking opportunities, and information to members and the general public. Meetings are free to all Members in good standing while non-members are required to pay a \$10 fee to attend.

5.3 SPECIAL MEETINGS. Special meetings of the members shall be from time to time by the Corporation President as deemed necessary or prudent by the Directors. There will be at least one general meeting each year to the consideration of future strategies, changes in policy or other "business" concerns. Any member may present proposals at this time.

5.4 PLACE OF MEETINGS: The Board of Directors may designate a place as the place of meeting for any special meeting. Location of regular meetings shall be held at any place designated by the Board or the Corporation President.

5.5 NOTICE OF MEETINGS: Written or printed notice stating the place, day and hour of any Annual or Special meeting of members shall be delivered, either personally or by mail, facsimile, or electronically, to each member, not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the President of the Board or the Secretary.

5.6 QUORUM: The members present or by proxy shall constitute a quorum at such meeting.

ARTICLE VI MISCELLANEOUS

6.1 CONTRACTS: The Board of Directors may authorize an Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 CHECKS, DRAFTS, AND DEPOSITS: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and President of the Corporation. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or other depositories as the Board of Directors may select.

6.3 GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or any special purpose of the Corporation.

6.4 BOOKS AND RECORDS: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings and Board of Director's meetings and shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected at any time by any Director or his/her agent for any proper purpose at any reasonable time.

6.5 FISCAL YEAR: The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December in each year.

6.6 SEAL: The Board of Directors may provide a corporate seal, which shall have inscribed thereon the year of incorporation (2007) and the words "Corporate Seal of the Arkansas Inventors' Network."

6.7 WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver 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 VII INDEMNIFICATION

7.1 INDEMNIFICATION OF MEMBERS, OFFICERS AND DIRECTORS: The Corporation shall indemnify every member, Director and Officer, his or her heirs, executors, and administrators against expenses reasonably incurred by him or her in having been a Member, Director or Officer of the Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or 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 Corporation is advised by council that the person to be indemnified did not commit such a breach of duty. This right of expenses shall include the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

ARTICLE VIII

AMENDMENTS

8.1 AMENDMENTS TO BYLAWS: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Members present at the Annual Meeting, held in accordance with the requirements of Article V of these Bylaws.

8.2. BOARD RECOMMENDATION. Any modifications, amendments, or changes to these Bylaws shall be presented by the requestor to the Board of Directors in writing at least three (3) months prior to the Annual Meeting. The Board of Directors shall review and discuss such requests and vote on a "For" or "Against" recommendation of incorporating such change to the Members in accordance with the requirements of Article III. This Board recommendation shall be presented to the Members at least one (1) month prior to the Annual meeting.

These Bylaws adopted by the Board of Directors:

Date: _____

Signatures: