



BYLAWS EO GURGAON

CONTENTS

1. Basic Principles
 - 1.1 Objectives
 - 1.2 Membership Database
 - 1.3 Solicitation
2. Membership
 - 2.1 Membership Eligibility
 - 2.1 Determination of Eligibility
 - 2.3 Selection of New Members
 - 2.4 Membership – Duration and Renewal
 - 2.5 Resignation
 - 2.6 Membership Fees
 - 2.7 Transfer of Membership
 - 2.8 Disqualification of Existing Members
 - 2.9 Removal from Membership
 - 2.10 Rejoining the Chapter
 - 2.11 Spouses
 - 2.12 Consequences of Resignation, Disqualification or Removal
3. LEARNING
 - 3.1 Events
 - 3.2 Attendance Requirement
 - 3.3 Responsibilities of the Learning Chair
 - 3.4 Powers of Learning Chairs
 - 3.5 Attending Learning Events
4. FORUM
 - 4.1. Training
 - 4.2 Creation of Forums
 - 4.3 Placing Members in Existing Forums
 - 4.4 Dissolution of Forums
 - 4.5 Responsibilities of the Forum Chair
 - 4.6 Resolution of Forum Conflicts
 - 4.7 Removal of a Member from a Forum
5. BOARD
 - 5.1 Constitution of the Board

- 5.2 Nomination
- 5.3 Presidential Qualification
- 5.4 The President
- 5.5 Board Meetings
- 5.6 Notice & Agenda
- 5.7 Quorum for Board Meetings
- 5.8 Participation at Meetings by Conference Telephone and Other Electronic Means
- 5.9 Business to be conducted at Board Meetings
- 5.10 Decisions of the Board
- 5.11 Minutes of Meeting
- 5.12 Resignation of a Board Member
- 5.13 Removal of a Board Member
- 5.14 Vacancies
- 5.15 Compensation

6. PENALTIES & LEVIES

7. GENERAL BODY MEETINGS

- 7.1 Notice and Agenda
- 7.2 Quorum
- 7.3 Business to be conducted at General Body Meetings
- 7.4 Types of General Body Meetings
- 7.5 Annual General Meeting
- 7.6 Extraordinary General Meeting
- 7.7 Calling an Extraordinary General Meeting
- 7.8 Voting

8. AMENDMENT OF THE CONSTITUTION

- 8.1 Applicability of Law
- 8.2 Priority of the Documents
- 8.3 Interpretation
- 8.4 Audits
- 8.5 Disputes
- 8.6 Overriding Effect

9. APPLICABILITY OF LAW

10. CODE OF CONDUCT

11. SOCIAL MEDIA POLICY

12. FINANCE & GOVERNANCE

1. BASIC PRINCIPLES

1.1 **Objective:**

The Chapter has been established with the view to provide Members with a platform to network and grow in accordance with the basic principles outlined in this Article.

1.2 **Misuse of the Database will include:**

- 1.2.1 Providing any non-Member access to the Database or any part of the Database
- 1.2.2 Utilizing the Database for the purpose of Solicitation.
- 1.2.3 Using the Database to send unsolicited communications on behalf of any person to the member

1.3 **Solicitation:** No member or spouse is permitted to solicit business from another Member or Spouse

2. MEMBERSHIP

2.1 **Membership Eligibility**

2.1.1 Entrepreneur

- a) Founder/co-founder, owner / controlling shareholder of a own start-up qualifying business without family business background, turnover Rs. 6.5 Crores or more annually.
- b) 2nd-generation entrepreneur, part of business family, Leadership/Core Management role, started Greenfield venture on own, turnover Rs. 25 Crores annual or more.
- c) For Membership renewal purposes the turnover eligibility criteria for all members is the same at 6.5 cr per annum.

2.1.2 23 - 50 years age at time of joining.

2.1.3 Not convicted of a crime involving Moral Turpitude

2.1.4 Eligible to enter into any contract under the Indian Contract Act.

A grace period of 24 months can be given, within which Eligibility Criteria is to be met, if Member fails on criteria 1

2.2 **Determination of Eligibility**

With the consensus of the whole board applicants eligibility is determined. The details and explanation of the type of entrepreneur / company is defined below for clarity on how the board evaluates the eligibility. The Board may, ask to submit evidence of document supporting the stated facts of business, original audited accounts and balance sheet.

- a) **Controlling Ownership:** A mandatory requirement of an EO Gurgaon member, is the demonstration of the fact that he/she has is the key decision maker of the nominated company and that he is the active owner manager of the company.
- b) **Determination of member eligibility in family businesses (including relationship with father, siblings, uncles, cousins):** It is understood that in Indian family businesses, that the ownership, control and day-to-day operational responsibilities of running a prospective member's nominated company may be nebulous. Here it is left to the Membership Chairs to determine, and convince the Board, that the prospective member is indeed eligible due to his compliance of 1.18.1 and 1.18.2. It is incumbent on the membership chairs to conduct a thorough research about the prospective member (through research and/or reference checks), and if any doubt remains, report to the Board that the prospective member is not eligible for membership.

- c) **Qualifying Business:[Qualifying Business (definition):** a business with an annual gross turnover of sales, or annual commission billing equal to or above such minimum levels as may be set from time to time by the Board, (1 million USD currently) which is “for profit”, and which is not a Venture-Backed Company, or a Venture-Backed Company as per EO’s criteria for such companies (given below)]
- d) **The Founder or Co-founder; Founder (definition):** a person responsible for the formation of the specific business enterprise, company, corporation or partnership either individually or jointly who, at the inception of the business enterprise, company, corporation or partnership was either an Owner, General Partner, Majority Shareholder or Actively in control. **Actively In Control (definition):** (1) having sole or predominant day-to-day management duties at both an operational and/or strategic level, as well as an ownership interest in the business enterprise, company, corporation or partnership; or, alternatively, (2) a trustee of a trust in which the trustee is also a beneficiary, where the relevant business enterprise, company, corporation or partnership, or a controlling interest in the relevant business enterprise, company, corporation or partnership, is an asset of the trust.
- e) **The Owner; (definition):** a sole proprietor of an unincorporated business, or sole shareholder of a corporation.
- f) **The Controlling Shareholder:** Controlling Shareholder (definition): a shareholder in a corporation with either voting control of the corporation or effective control of the corporation through the exercise of management rights/general partner with managing duties. Where the business is organized in a form other than a corporation, this term should mean the equivalent for that form of business structure.

New Membership Categories

NON PROFIT ENTREPRENEURS: Membership Qualifications for Non-Profit

Non-Profit entrepreneurs must be the founder, co-founder, owner or controlling shareholder of an organization with an annual operating budget of more than US\$1,000,000 and at least 10 full-time employees. Funding sources may include membership dues, the sale of goods and services.

2.3 Selection of New Members

- 2.3.1 Membership Chair identifies Prospects, evaluates on eligibility Criteria, inform on ineligibility to join Chapter.
- 2.3.2 The Membership Chair takes board's feedback on prospects and present shortlisted list of Prospects.
- 2.3.3 The Board quorum is required for prospect shortlisting meeting, else the decision shall be postponed.
- 2.3.4 The Membership Chairs shall, invite each Shortlisted Prospect to be individually interviewed by the Board.
- 2.3.5 The Board decides on the selected candidates in the board meeting immediately after interview.
- 2.3.6 The number of No’s acceptable to select a prospect as a member at the board Interview shall be:
 6 board members present – 1 No / 5 Yes – prospect accepted, above 1 No Prospect rejected
 7 board members present – upto 2 No’s – prospect accepted, above 2 No’s Prospect rejected
 8 board members present – upto 2 No’s – prospect accepted, above 2 No’s Prospect rejected

- 9 board members present – upto 2 No’s – prospect accepted, above 2 No’s Prospect rejected
- 10 board members present – upto 2 No’s – prospect accepted, above 2 No’s Prospect rejected
- 11 board members present – upto 3 No’s – prospect accepted, above 3 No’s Prospect rejected
- 12 board members present – upto 3 No’s – prospect accepted, above 3 No’s Prospect rejected
- 2.3.7 The Membership Chairs will inform each rejected applicant within 7 days of the Board meeting.
- 2.3.8 No rejected member can re-apply for membership to the Chapter for a period of 3 years.
- 2.3.9 The Membership Chairs shall intimate all selected prospects of acceptance and initiate joining formalities.
- 2.3.10 To be accepted a prospect cannot receive more than 30% of “NO” votes from the present board members during the Prospect interview board round.

2.4 Membership – Duration and Renewal

- 2.4.1 Membership to the Chapter is annual and renewal is required for continuation of membership
- 2.4.2 A member will only be entitled to renew membership, if meets:
 - a) Eligibility Criteria
 - b) Minimum Attendance criteria for fiscal year
 - c) Outstanding Chapter & EO dues clear criteria.
 - d) Any Penalties Levied on him should be cleared.
- 2.4.3 Member who fails on above criteria will be intimated by board on non-continuation of membership.
- 2.4.4. Member who eligible as per (B) will be invited to renew membership for next year, on clearance of dues.
- 2.4.5 Incorrect declaration of ownership/revenue during initial membership or annual renewal: Every new member must provide an Auditor’s Certificate showing the revenue eligibility of the member’s nominated company and attesting to the prospective member’s ownership stake in the company. In the event that a member’s subsequent annual renewals, if there is any doubt about the continued eligibility of the member, the Membership Chairs must bring this to the attention of the President. It is incumbent on the President to ask for a clarification of the ambiguous point from the member and in the event this is not clarified in a prompt manner, that the eligibility of this member be revoked in perpetuity.
- 2.4.6 Once the renewal season is over, all re-joining members must be approved by the chapter. A returning member should NOT create a new application in EO – this leads to duplicate profiles. We can process returning members one of two ways:
 - a) Late Renewals (returning after less than a year): The Finance team can simply re-activate them keeping membership chair in loop. Requalification needs to be performed again in this case.
 - b) If they’ve been gone a while, we can switch them to Applicant status and send them a link to update and submit their information (so it comes through like any other applicant). Please forward these requests to membership@eonetnetwork.org

2.5 Resignation

- 2.5.1 Member should intimate the Board in writing on non-renewal at least 30 days before start of new year which begins on July 1st.
- 2.5.2 Member who don’t intimate the Board of non-renewal of membership or intimates less than 30 days before start of New Year, will be deemed to have renewed & obliged to carry out all renewal formalities & payments.

2.6 Membership Fees

- 2.6.1 The Board determine the Annual Chapter Dues & date payable by the Members in the coming Year.

- 2.6.2 All Members should pay chapter annual dues in one instalment in one month, else penalty interest applies up to Rs.30,000.
- 2.6.3 Non-payment of local fees for more than 2 months, the member shall be issued a termination notice. Failing to pay at the expiry of one month from issue of notice, membership will be revoked.
- 2.6.4 Members joining in 3rd & 4th Quarter of the Year will pay quarterly pro-rated Annual Chapter Dues.
- 2.6.5 New members pay a one-time non-refundable initiation fee to chapter, decided by board from time to time.
- 2.6.6 All Members are obliged to pay the Annual & Initiation EO Global Dues directly to EO Global.
- 2.6.7 Other Fees
 - a) It is Organizations right to charge additional fee to the cost of certain chapter events.
 - b) Forum participation, SIG's, CIG's, Global events, Regional events may carry additional fees. The annual retreat cost to be paid individually by Member.

2.7 Transfer of Membership

- 2.7.1 Other EO Chapter Member is entitled for transfer of membership to our chapter, after appearing through the selection process and only after selection can be a member.
- 2.7.2 Other chapter member transfers shall be accepted as Members subject to clearance of Annual Chapter Dues.
- 2.7.3 The Member applying needs to be in good standing with the Board of their current chapter
- 2.7.4 Dual Chapter Membership is not allowed.

2.8 Disqualification of Existing Members

- 2.8.1 If any Member fails to fulfil the Membership Eligibility Criteria (given above) and further not qualifies under (leave of absence - section VI), such Member shall be disqualified from membership to the Chapter while in association and communication to EO gurgaon
- 2.8.2 Member disqualification will come into effect from the start of Year immediately subsequent to the Year in which the Member is given a grace period (24 months) to fulfil Eligibility Criteria.

2.9 Removal from Membership

- 2.9.1 A Member may be removed from membership at the discretion of the Board under the following grounds:
 - a) By Death of the Member
 - b) By resignation by the Member,
 - c) In the event such member has been an unsound mind, or sexual harassment, or engages in violence at an event.
 - d) In the event such Member has been convicted of a crime involving Moral Turpitude.
 - e) If Member has been declared by the Board as ineligible to renew membership as per Article 2.4.2 (b & c)
 - f) If member violates the rules & regulations or disclose the secrecy of the Organization / EO Global / current or a former forum.
- 2.9.2 The Board may take action against a Member, either suo moto / on basis of a complaint by any Member. The Member gets an opportunity to be heard before an enquiry conducted by a fully quorate Board. However if Member voluntarily agrees that he/she is obliged to be removed, the Board may, remove Member without conducting the enquiry.
- 2.9.3 Expulsion by board vote will happen in cases where a minimum of at least X-2 board members vote against retaining the member (Where 'X' is the total # of board members present in the board meeting). If Aboard members is involved in such scenario hen he will remain abstain from voting.

2.9.4 Removal process:

- a) Any member can lodge a complaint to the board against an existing member if they have violated the code of conduct policy of EO.
- b) Upon receiving the complaint, the President will be nominate the governing committee to look into the complaint. and present all the facts to the Chapter President. The Governing Committee will follow its process in removal of Member as mentioned in section 12.3 of this document.

2.10 Re-joining the Chapter

- 2.10.1 Any Member, who has resigned /disqualified/ removed from membership, shall be eligible to re-join the Chapter. Any such Member will need to pass through the membership process and shall be entitled to re-join by applying to the board. The Member pays the annual dues when they join, No initiation fee to be paid.
- 2.10.2 The board shall process the application.
- 2.10.3 No member who has been removed from the Chapter in accordance with Article 2.9.1(a) shall be entitled to re-join the Chapter under any circumstances.
- 2.10.4 No member eligible to re-join, is allowed to join in year succeeding in which member resigns/becomes ineligible.
- 2.10.5 REJOIN FEE: Once the renewal deadline expires, Members that did not renew become Alumni of EO. If an Elumni wishes to rejoin EO, the local Chapter must approve such rejoining and the Elumni must pay the corresponding EO dues and fees as follows:
 - a) Returning to EO after less than a year, Elumni pays half of the initiation fee set by Organization to rejoin EO and is treated as a late renewal.
 - b) Returning to EO after more than a year and maximum 2 years, Elumni pays half of the initiation fee set by Organization to rejoin EO unless Elumni wishes to receive Forum training, in which case Elumni pays dues and fees as any new member.
 - c) If returning to EO after more than 2 renewal cycles, Elumni should pay the dues and fees as any new member and pay full initiation fee which comes with forum training coupon and event voucher.

Rejoin members are NOT required to complete a new application. Please work with membership team to reactivate their old profile. However members who join after more than a year time need to submit the revenue verification form again.

2.11 Spouses

- 2.11.1 Spouses entitled to participate in all chapter activities (subject to discretion of board), not entitled to vote at a General Body Meeting, EO Global is Pushing for SPOUSAL CHAIR VS SPOUSAL CHAMPION SO WE COULD WORD IT AS , except for the role of Spousal Chair or Mentorship Chair
- 2.11.2 In the event Member resignation / disqualification, the Spouse ceases to avail the spousal benefits.
- 2.11.3 Spouses should abide by the Constitution; failure will be grounds of Member removal from the Chapter.

2.12 Consequences of Resignation, Disqualification or Removal

- 2.12.1 In the event of the resignation/ disqualification / removal, such Member and his/her Spouse shall:

- a) no longer be entitled to attend any Learning Events / other Chapter organized events as a member;
 - b) No later than three months from the date of removal, cease to be a member of any Forum;
 - c) Continue to be bound by his/her confidentiality obligations under the Constitution.
- 2.12.2 Annual Chapter Dues are non-refundable, the Member have no right / claim against the Chapter for wrongful termination or other cause of action.
- 2.12.3 All organizations bank accounts & its operations shall be operated under joint signature either President or Secretary (Communication Chair) and Finance Chair

3. LEARNING

3.1 Learning Events: The Chapter shall conduct Learning Events in the course of the Year.

3.2 Attendance Requirement: The Board determine the Minimum Attendance Criteria.

3.3 Responsibilities of the Learning Chair

- 3.3.1 Ensure the standard & quality that members expect from chapter & provide advance notice of scheduled events.
- 3.3.2 Ensure an appropriate mix of learning and social events throughout the Year.
- 3.3.3 Adhere to the budget agreed by the Board.
- 3.3.4 Ensure events are either paid for by the Chapter/ sponsored by non-member/spouse/family business entities.
- 3.3.5 Maintain an accurate record of the attendance at Learning Events

3.4 Powers of Learning Chairs

- 3.4.1 Entitled, at their discretion, to select speakers and decide the learning calendar for the Year with consent of President.
- 3.4.2 Have the authority to determine member's attendance for a given Learning Event, in regard to the member arrival time for the event and the quality of such Member's participation.

3.5 Attending Learning Events

All Members entitled to attend the Learning Events of the Chapter. Other EO chapter member is entitled to attend chapter Learning Events, fee may be charged to non EO Gurgaon member at the Learning Chair's discretion

4. FORUM

4.1 Training

- 4.1.1 All Members & Spouses are entitled to be forum trained. If Member fails to participate in forum training earlier confirmed by member, forum training & training arrangement cost will be charged to the member.
- 4.1.2 It is preferable that a Member or a Spouse is forum trained before joining a Forum.

4.2 Creation of Forums

- 4.2.1 Forum Chair constitutes a Forum to give all new Members the opportunity to become Forum members.

- 4.2.2 The Forum Chair is responsible for Forum compositions, in determining the constitution/members of forum from non-conflicting businesses/placement and are not closely related. No member is entitled to question the authority of Forum Chair in this.
- 4.2.3 The Forum Chair must, give the Member opportunity to reject the offer to be placed in any such new Forum. Similarly, Forum Chair must give the Members of a Forum the opportunity to refuse/accept a given Member.
- 4.2.4 Forum Chair must ensure that no new Forum to be constituted if strength is less than 4 / greater than 10.

4.3 Placing Members in Forums

- 4.3.1 Its Forum Chair's responsibility to place Members in a Forum and ensure that forum members does not work in a conflicting business, forum chair offer to the existing forums list of Members available for placement. Its sole discretion of the Forum whether to accept one or more Members or not.
- 4.3.2 Once selected by an existing Forum, it is up to the Member to accept the offer.
- 4.3.3 Forum Chair shall ensure that the number of Members in a Forum does not exceed 10 at any point in time.
- 4.3.4 Default placement process can be changed at discretion of Forum Chair based on his/her judgment to first place new members into new forum rather than existing forum.
- 4.3.5 For unplaced members & New members not being able to be placed in existing forums within 60 days suggestive days of joining, they should join test forum within remaining 30 days of joining the chapter, which is commitment of 3 forum meetings, thereafter if the member chooses he can leave the forum without any obligation.
- 4.3.6 At the beginning of the EO year, take a poll from all existing forums on their status of accepting new members, open forums to be marked green and closed forums as red meaning they cannot intake any members for next 6 months. Process to be repeated mid-year. No ad hoc status changes by forums to be accepted.
- 4.3.7 New Members / Unplaced members who are not interested in joining forums, to be marked red for not to be placed in forums for next 6 months. after 6 months, they can be given a chance to be placed.

4.4 Dissolution of a Forum

- 4.4.1 A Forum may be dissolved with the agreement of the forum members in consultation with the Forum Chair.

4.5 Responsibilities of the Forum Chair

- 4.5.1 Ensure that the Forums are healthy & effective & members are deriving benefits out of their Forums.
- 4.5.2 Evaluate Forum health on a regular basis, recommended every 6 months.
- 4.5.3 Organize forum training, moderator training, forum boost, AFP, moderator summit and other forum related training opportunities
- 4.5.4 Ensure that all Members who want to be placed in Forum are so placed in an expeditious manner.
- 4.5.5 Resolve any inter-forum issues that may arise between existing forums.
- 4.5.6 Mentor, or arrange to mentor, new forums in their initial period
- 4.5.7 Resolve any disputes arising related to confidentiality, breach of protocol / violation of Forum's constitution.
- 4.5.8 Ensure Forum Moderators have sufficient exercises for Forum retreats.

4.6 Resolution of Forum Conflicts

The Forum Chair in arriving at a resolution of the conflict endeavor to ensure that (the following order of priority):

4.6.1 The health of Forum does not suffer

4.6.2 The health of the Chapter does not suffer

4.7 Exiting of a Removed Member from a Forum

In case of a removal of member from the chapter, the member/spouse shall, forthwith, cease to be a member of his/her Forum. All members of the Forum shall respect the decision of the Board with respect to the removal of a given Member.

4.8 Forum Placement Process

The Forum Chair will conduct the following process to place new and existing members and spouses into Forums:

- 4.8.1 The Forum Chair (FC) or Spouse Forum Chair (SFC) will contact each new member and spouse within 30 days upon acceptance, into the Chapter to confirm the individual's desire to participate in Forum. In addition, members and spouses may initiate the Forum placement process by contacting the FC/SFC. The FC/SFC will then place the individual's name on the Candidate's Waiting List, which reflects the names and dates of application for everyone awaiting placement.
- 4.8.2 Similarly, Forums desiring to add one or more new members shall notify the FC/SFC of their needs through their Moderator. The FC/SFC shall also keep a current list of all Forum needs in order of the date notified by each Forum. The FC can make changes to the priority list based on the needs of chapter health such as "at risk" Forums or the creation of new Forums.
- 4.8.3 No new member or forum can take interviews, unless a match is done by the FC in advance and Forum and new members are agreed to meet.
- 4.8.4 The FC/SFC will assign members to Forums based on a "first-in, first-out" basis, in the order that each Candidate and each Forum registered their needs with the FC/SFC. The Forum Moderator with the highest priority will be approached by the FC/SFC when a candidate is available and has participated in a Forum training program. FC will prioritize this assignment as per its own discretion.
- 4.8.5 A Forum may decline a potential member only for a valid conflict or as FC discretion, Should a forum pass on a member for other reasons, that Forum shall go to the bottom of the priority list and have its needs filled only after all other Forums' needs have been met.
- 4.8.6 Assuming the Moderator responds positively to the offer of a new member, the FC/SFC will then contact the candidate to ensure his/her interest in the Forum and to arrange an introduction to the Moderator.
- 4.8.7 Candidates may not select a Forum out of priority order. If they reject a Forum for other than valid reasons, as determined by the FC/SFC FC/SFC, the candidate will go to the bottom of the Candidate's Waiting List and have his/her request filled only after all others with higher priority.
- 4.8.8 Should the candidate not move forward with the Forum for valid reasons, he/she will be offered to the next Forum for consideration, and then to the next, in order, until a successful placement is made.
- 4.8.9 The Chapter recognizes that diversity builds a strong, healthy chapter and ensures vibrant Forums. Consequently, age, gender, creed, religion, race, color, disability, national origin, sexual orientation, or marital status shall only be used in a positive manner to ensure diversity within Forums. Such factors shall not be used to exclude any member from Forum participation.
- 4.8.10 The Chapter encourages an optimal Forum size of 7 to 9 members, and, when possible, at least two new members should be added to a Forum at the same time.

5. BOARD

5.1 Constitution of the Board

5.1.1 The Board shall comprise the following positions:

- a) President
- b) Learning Chair
- c) Membership Chair
- d) Forum Chair
- e) Finance & Legal Chair
- f) Retreat Chair
- g) Marketing & Communications Chair
- h) Strategic Alliance Chair
- i) Integration Chair
- j) Chapter Administrator (staff member with no voting rights)

The Board may comprise additional positions, such as Communications, SIP, Sponsorship & Mentorship.

5.1.2 The Powers & Duties of Office Bearers

- a) President - Overall direction of the Board in meeting goals & needs of organization and shall preside over all board meetings & the annual general meeting.
- b) Learning Chair - Scheduling, planning & coordinating learning & social events that are captivating & informative for the Organization membership.
- c) Membership Chair - Recruiting high-quality individuals into the Organization
- d) Forum Chair - Training & placement of new members into forum, fostering optimum forum health.
- e) Finance & Legal Chair – Accounting & maintenance of organization finances in accordance with the direction of the Board & meeting legal compliance obligations of the Organization. Signing authority Finance Chair and President can sign cheques within individual capacity respectively 5,00,000/-, 1,00,000/- each. Any amount more than that needs to be signed by two signatories comprising Finance Chair AND President.
- f) Retreat Chair – Organizing the Annual Chapter Retreat & successful participation of all members.
- g) Marcom Chair - Managing all aspects of communications, ads, PR & promotional activities.
- h) Sponsorship Chair – Creation of Strategic Alliances/Sponsorships for activities conducted by chapter
- i) Integration Chair – Ensure prospective members understand EO journey when they join
- j) Chapter Administrator – Handles Administrative functions, provides support to the Board for meeting organization's objective but does not have any voting rights

The Board shall not be an elected body, it's voluntary. If there are more volunteers than positions to fill in the board, the decision of admission shall vest with the President. The President shall ensure that all Members who have indicated an interest to serve on the Board are given the opportunity to do so. the President is entitled to constitute sub-committees.

Constitution of general body: The general body consists of all the chapter members, at least 7 of whom constitute the Board of Directors.

5.2 Nomination

- 5.2.1 The President and President Elect will nominate the President Elect -Elect, until the fifth year of official launch of the chapter.
- 5.2.2 After the fifth year a Presidents council will be formed from the 5 past presidents, which will receive President elect-elect nominations as per the defined new President qualification.
- 5.2.3 This council will vote based on nominations received by the board to define the next president Elect-Elect.
- 5.2.4 The outgoing president will be added to the president's council every year.
- 5.2.5 The President Elect-Elect candidate should be amongst the current Office Bearers.
- 5.2.6 The incoming President shall nominate the office bearers for his tenure.

5.3 Presidential Qualification

- 5.3.1 Board Member should have served for greater than 1 year on board for eligibility to President elect elect's Chair.
The above rule may be relaxed at board's discretion for first 3 years of chapter launch; it'll apply from the 4th year.

5.4 The President

- 5.4.1 Responsible for providing directions to the Chapter and for its overall management. The President shall hold office for no more than one fiscal year and shall not be entitled to reappointment for a subsequent term.
- 5.4.2 The President shall be the Chairman of the Board and shall preside over all the meetings of the Board. In his/her absence the Learning Chair will preside over the board meetings. No meeting shall be quorate if the President (or, in his/her absence, the Learning Chair) is not present.
- 5.4.3 The President shall have the following responsibilities:
 - a) Approval of the annual budget.
 - b) Selection of the Board Members
 - c) Determining the mission of the Board and the focus of the Chapter for his term
 - d) Resolving any disputes between Members that arise in relation to matters pertaining to the Chapter
 - e) Representing the Chapter before EO International and all third party entities or individuals
 - f) Conducting meetings of the Board
 - g) Acting as Chairman in all meetings of the Board and all General Body Meetings
 - h) performing any action or taking any decision that will bind the Chapter to any third party save and except the decisions set out in Article 9.8 and Article 9.3

5.5 Board Meetings

- 5.5.1 At least 11 times in a fiscal year & at least once every month except in June. The President shall preside over at least 10 Board Meetings. In absence of the President, the Learning Chair shall chair the meeting.
- 5.5.2 Monthly Board Meetings to be held on or before the 10th of every month. The President may call an extra-ordinary Board meeting at any time subject to adhering to the notice requirements

5.6 Notice and Agenda

- 5.6.1 Notice of Board meeting to be issued by president at least one week prior to schedule. However with consent of 75% members the meeting may be held at shorter notice.
- 5.6.2 Notice for a Board Meeting to include the agenda, including all information & documents, which may be required to be prepared to take a decision at the Board.

5.7 Quorum for Board Meetings

- 5.7.1 The quorum is 66% of Board strength / 5 Board Members whichever is less. No Board Meeting shall be quorate if the President (or, in his absence, the Learning / membership / forum chair) is not present.
- 5.7.2 A board member shall be considered absent if he/she is late by more than 10 minutes in the meeting. If adequate quorum is not present within 45 mins from start time, Meeting to be conducted within 96 hrs.
- 5.7.3 A Board Member should ensure to attend not less than 9 Board Meetings a year. Any member attending less than 9 meetings shall automatically be cease to be a member on Board. In such case the President shall have powers to re-induct him/her again into the board.
- 5.7.4 Board member should send prior apology to the President on inability to attend meeting.

5.8 Participation at Meetings by Conference Telephone and Other Electronic Means

- 5.8.1 Participation in a meeting by conference telephone, video conference, Internet web- cast, real-time “chatting,” etc. (allowed in case of unavoidable circumstances maximum up to 2 times in the year) shall constitute attendance & presence in person at the meeting.

5.9 Business to be conducted at Board Meetings

The Board shall exercise the following powers & activities by means of resolutions, passed at Board Meetings:

- 5.9.1 Revenue expenditure more than Rs.1,50,000/- in a single instance/ in aggregate of Rs. 5,00,000/- in a month, unless it’s an authorized budget.
- 5.9.2 Expenditure in excess of Rs.50,000 in single instance/ aggregate of Rs.2,00,000 in a month unless it’s an authorized budget.
- 5.9.3 Investment of any cash surpluses available with the Chapter
- 5.9.4 Delegation of the powers of the Board to any sub-committee of the Board
- 5.9.5 Appointment / removal OR alteration of the remuneration/benefits of any chapter employee.
- 5.9.6 Appointment or removal of the auditors or accountants of the Chapter
- 5.9.7 Entering into any sale / lease / transfer / pledge / other transfer / interest in any assets of the Chapter
- 5.9.8 Any change in the accounting or tax compliance policies of the Chapter
- 5.9.9 Any decision to commence / discontinue / settle any litigation / arbitration / dispute resolution process.

5.10 Decisions of the Board

- 5.10.1 All decisions of the Board shall, save in respect of the matters set out in Article 5.10.2 below shall be passed with a simple majority of the Board Members present and voting.
- 5.10.2 Decisions in following matters shall only be passed with a majority of more than 75% of the board strength:
 - a) Removal of any Board Member
 - b) Any decision as to the utilization of the corpus funds available with the Chapter

5.11 Minutes of Meetings of the Board

The Board shall maintain detailed minutes of the board meeting proceedings, which are to be circulated among the Board Members within 48 hours of the respective Board Meetings. The minutes shall be placed before the Board at next Board meeting, initialed by the President and accepted into the permanent record of the Board.

5.12 Resignation of a Board Member

5.12.1 Any Board Member may resign by addressing a letter of resignation to the Board. The President may, at his discretion, accept the letter of resignation on behalf of the Board. Upon such acceptance the Board Member shall no longer serve on the Board or be invited to participate as a Board Member in the activities of the Chapter.

5.13 Removal of a Board Member

5.13.1 A Board Member shall be removed under the following circumstances:

- a) If such Board Member has been disqualified or removed from the Chapter under clause 2.8 or 2.9.
- b) If such Board Member is found to commit fraud/ funds misappropriation & all the other Board Members agree

5.13.2 Notwithstanding anything contained herein President will not be removed other than the provisions set in bylaws.

5.13.3 Board Member will be automatically be removed if they miss more than 2 meetings in a year. They would have to be selected back into the board by the President.

5.13.4 For non-performance of board functions removal of board member will be the President's unilateral call.

5.13.5 Attendance At GLC or SALC : A Board member is required to attend GLC before the start of the EO year. For any valid reason if the member is not able to attend GLC it is compulsory to attend SALC. If both of them are missed it is on the president to decide the action

5.14 Vacancies

The President from among the Chapter at his discretion may fill all vacancies in the Board. Provided the President shall be obliged to fill up the positions set out in Article 5.1.1 before the next Board Meeting. Provided, further, that vacancies that arise in the Presidential Track shall only be filled in accordance with the provisions of Article 5.2.4.

5.15 Compensation

The Board is a voluntary position and no Board Member shall be entitled to any compensation for his/her efforts.

6. PENALTIES & LEVIES

6.1 Penalties

6.1.1 The President should attend at least 10 of the Board Meetings during the fiscal year. Penalty of Rs. 5000 per missed Board Meeting (rounded off to the next higher number of meetings missed).

6.1.2 A Board Member should attend at least 9 of the Board Meetings during the fiscal year. Penalty of Rs. 3,000 per missed Board Meeting (rounded off to the next higher number of meetings missed).

6.1.3 A Chapter Member should follow its constitution; compliance / failure apply penalties as per constitution.

6.1.4 A new member should attend as per the points system in addition to attending either the Chapter Retreat or the RIE or Spark or other regional events. Failure to comply with this requirement will result in the membership not being renewed in the following year. A point system need to be followed

6.2 Leave of Absence

To be exempt from Penalties and Levies, Leave of Absence is mandatory for all categories of members. Such requests for Leave of Absence will be considered subject to the discretionary powers of the Board.

7. GENERAL BODY MEETINGS

7.1 Notice and Agenda

The President shall issue notice of any General Body Meeting to all Members at least 21 days before the scheduled date. However with consent of 75% members the meeting may be held at shorter notice. If the President fails to issue notice of Meeting, a generally constituted meeting of at least 75% of the Chapter will be deemed to constitute a validly constituted General Body Meeting.

7.2 Quorum

7.2.1 The quorum for a General Body Meeting shall be 2 members minimum and resolutions shall be considered approved if more than 50% of present members vote for it. President shall have the casting vote.

7.2.2 If adequate quorum is not present within 45 mins of scheduled time of commencement of a General Body Meeting, the Meeting shall be adjourned to the same time on the same day in the following week.

7.3 Business to be conducted at General Body Meetings

Notwithstanding anything contrary to this Constitution, the following decisions shall only be taken with the consent of at least 75% of members present & voting, either in person / proxy, at a validly convened & quorate meeting:

- a) the amendment of the Articles
- b) the removal of the President;
- c) any decision on one-time initiation fees paid by new Members

7.4 Types of General Body Meetings

There shall be only 2 types of General Body Meetings of the Chapter:

- a) Annual General Meeting
- b) Extraordinary General Meeting

7.5 Annual General Meeting

One Annual General Meeting in a fiscal year in which Members welcome the incoming Board.

7.6 Extraordinary General Meeting

An Extraordinary General Meeting can be scheduled by the President anytime issuing notice to all the Members at least 21 days in advance, however with consent of 75% members the meeting may be held at shorter notice.

7.7 Calling an Extraordinary General Meeting

Any Member can request in writing to the President to convene an Extraordinary General Meeting, The President will issue notice with proposed dates to member conveners of Extraordinary General Meeting. All costs incurred for this meeting shall be borne by the Member calling for such meeting.

7.8 Voting

Each Member is entitled to one vote at General Body Meeting. Members who are not present can indicate their vote through a sealed proxy vote that shall be opened at the General Body Meeting.

8. AMENDMENT OF THE CONSTITUTION

8.1 Process for Amendment

- 8.1.1 This constitution shall not be amended save & except in accordance with the provisions set out in this Article.
- 8.1.2 Any Member can initiate amendment of the Constitution, by requesting the President to include it in General Body Meeting agenda. The amendment must be passed by at least 75% of the Members present and voting.

8.2 Exclusions: Notwithstanding anything contained herein, no amendment of Constitution shall amend/derogate from the Basic Structure.

9. GENERAL

9.1 Applicability of Law

The Members agree that the laws of the Republic of India shall govern them. Notwithstanding the generality of the foregoing, the Members further agree that they are members of a private club and consequently are bound by the rules and regulations set out in this Constitution in supersession of any other rights they may have to redress.

9.2 Priority of Documents

In the event of a conflict between Constitution's provisions and board decision, the Constitution shall prevail.

9.3 Interpretation

In the event of conflict between various Articles of this Constitution, it shall be incumbent upon the Members to adopt a harmonious construction that will give best effect to all such Articles in conflict.

9.4 Audits

The accounts of the society shall be audited at least once in a year by an auditor appointed by the Society. The Society shall pay such audit fees as decided from time to time fixed by the General Body Meeting. The first auditors shall be appointed by its Board who will hold the office till the conclusion of the AGM.

9.5 Disputes

- 9.5.1 Any dispute with regard to This Constitution, shall be referred to the Board, the Board's decision shall be final.
- 9.5.2 If Member disputes a board's decision, such Member is entitled to convene a General Body Meeting to discuss it. The quorum should not be less than 60% of chapter membership. Both parties will present their views followed by voting, any decision will be passed with at least 75% majority of all Members present.

9.6 Over Riding Effect

This Constitution deed shall not contrary any rules and provisions given in Societies Registration Act, 1860.

10. CODE OF CONDUCT

The Entrepreneurs' Organization (EO) is an international organization of leading entrepreneurs that provide exclusive and proprietary peer-to-peer and event-driven learning and networking experiences through global Member relationships and connections for individuals who qualify for membership. The integrity of our organization and the respect by and among our Members are paramount to our long-term success.

As such, **confidentiality, courtesy and accountability** are the cornerstones of the conduct we expect from our Members and all who interact with our organization.

This Code of Conduct has been adopted to promote and maintain the highest values and best practices for Members of EO worldwide. Adherence to this Code is expected from all EO Members. Each EO Member, therefore, pledges to comply with the following standards as a condition of EO membership.

10.1 Confidentiality & Professionalism

- 10.1.1 Respect the confidentiality and integrity of the individuals and the companies with whom I do business and expect the same from them.
- 10.1.2 Maintain exemplary standards of professional conduct and high ethical standards in the operation of my company, especially as it may pertain to doing business with other EO Members or in a Forum setting in accordance with all prescribed EO Policies and Procedures.
- 10.1.3 Strive to conduct my business and personal affairs in compliance with all applicable laws and regulations, including the avoidance of any material or extreme wrongdoing in violation of criminal or civil laws.

10.2 Accountability

- 10.2.1 Strive to always fulfill my obligations to EO on a timely and productive basis, including prompt payment for all annual dues and events, undertakings to volunteer in connection with events or other EO responsibilities.
- 10.2.2 Communicate with the staff and leadership of EO in a timely, accurate and truthful fashion to facilitate and support the execution of their fiduciary responsibilities. Courtesy
- 10.2.3 Maintain exemplary standards of professionalism, courtesy and respect in my interactions and communications with other Members, EO staff, sponsors, volunteers and all others associated with EO.
- 10.2.4 Abide by EO Policies & Procedures, including the Anti-Harassment & Non- Discrimination Policy and Non-Solicitation policy. Understand that verbal abuse, and unlawful harassment or discrimination as defined in the Anti-Harassment & Non- Discrimination Policy against fellow Members or staff will not be tolerated and may be grounds for expulsion from EO.

10.2.5 Also relating to the Non-Solicitation Policy, understand and acknowledge Members have a right to participate in all EO events and interact with each other in a safe, relaxed and professional environment.

10.2.6 Apart from the above **Code of Conduct Policy**, EO Gurgaon has laid down some additionally conditions for any Member to continue in the chapter as a member.

- a) All chapter members needs to follow the point system for the year and abide by it.
- b) Any Member who has failed to attain the required minimum number of points to continue membership as mentioned in the EO Gurgaon points system and which is shared with the members, will be automatically suspended for renewal for next year's membership.
- c) Any new member who has not attended the chapter retreat at least once within three years of their joining EO, will be automatically suspended from the chapter.
- d) Any member, who has violated any aspect of the Code of Conduct Policy of EO will go through the process of termination of membership according to removal policy of existing Members.
- e) Any Member, who has become insolvent or doesn't meet the EO criterion after joining the chapter at anytime, will be subject to EO Global rules of membership.

10.3 Disputes between Two Members

Dispute of two members that is unsolvable between themselves, the resolution process will be as follows:

- 10.3.1 If there is any dispute between two members and If the dispute has not been settled between the members, then the Chapter President will be informed about the dispute and the President of the Chapter will meet with both members and try and solve the dispute verbally.
- 10.3.3 If the dispute has still not been resolved, both Members will give in a written application to the Chapter President describing the nature of the dispute and evidence if any.
- 10.3.4 The Chapter President will discuss with the entire board about the dispute the board will take a vote to remove one of the two members from the Chapter. The same process of voting will be followed as laid out in the Board Round of this document.

11. SOCIAL MEDIA POLICY

11.1 Inappropriate content

11.1.1 A Photo/video shall deem to include all forms of still photography, videos and clips. Photography is permitted at all EO events provided:

- a) It is not specifically restricted by the Learning Chair / President.

b) The photo/video (in original form or altered in any way) does not insult the modesty or dignity of the Subject.

11.1.2 Any photo/video of an EO event can be posted onto the social media by a Member / Spouse provided all other Member(s) / Spouse(s) featuring in the said photo have concurred for that said photo to be posted.

11.1.3 In case a Member / Spouse finds another Member / Spouse responsible for posting the said Photo in violation of the above they can report the violation in writing to the EO Board with a copy of the said Photo provided the following conditions are met:

- The person objecting must be a subject in the Photo.
- The Photo must have been taken at an EO event.
- Proof that the Photo has been posted on public Social Media.

11.2 Chats and Online Communication

The chat and online communication section of the Social Media policy applies only to channels, groups and forums officially sanctioned by EO. Communication of any sort is permitted in such channels unless:

- a) A Member / Spouse has expressly and earnestly requested in that group that a topic not be discussed.
- b) The communication insults the modesty or dignity of an EO Member / Spouse.
- c) The communication is against the laws of India including restrictions on X-rated material.
- d) All communications on such channels are subject to EO Global and EO Gurgaon policies of confidentiality and solicitation.

11.3 PR Policy

The spokesperson for all communication with Media persons would be the Marcom Chair. He/she will collate all information and quotes from members along with the Marcom Committee and send those across to the media. No other member would be entitled to speak to the media or address the media on behalf of EO Gurgaon.

11.4 Governance over these violations

In case of observation of any violation of the above mentioned points under section 11, The following action will be taken in series on action:

- a) First time violation of policy: The Marcom chair will verbally warning to the member in question and explain that such content is inappropriate.
- b) Second time Violation of Policy: The Marcom chair will give a written warning to the member in question and explain the consequences on mail if repeated again.
- c) Third Time Violation: The Matter will be reported to governing committee for review & action.
- d) The governing committee shall follow the process as mentioned in section 12.3 of this document.
- e) The decision of the Board shall be final and binding.

12. FINANCE & GOVERNANCE

12.1 Governance Committee

It is of 3 board members (President, President-Elect, and Finance Chair). It would more specifically address the by-laws, policies and procedures and insurance. It's key to make sure these are up to date and available to your board.

12.2 Reserve Fund Management:

12.2.1 Reserve funds can only be invested in safe instruments like bank Fixed deposit.

12.3 Disciplinary Actions, Suspension and Expulsion of a Member:

EO Gurgaon may suspend or expel a Member of the Chapter and it may do so in its sole discretion, if the Member was involved, directly or indirectly, in the commission of

- (a) a felony or other crime involving moral turpitude or the commission of any other act or omission involving dishonesty, disloyalty, fraud or breach of fiduciary duty;
- (b) Gross negligence in relation to any of the Bylaws or Policies and Procedures of the Chapter;
- (c) Willful or intentional misconduct in relation to any of the Bylaws or Policies and Procedures of the Chapter;
- (d) A material violation in relation to any of the Bylaws or Policies and Procedures of the chapter; or
- (e) Misuse of assets of the chapter or for personal profit.

Any potential violation by a Member of the Bylaws or Policies and Procedures of EO Gurgaon shall be brought to the attention of the President of the Chapter. The President shall request an inquiry into the matter, which shall be done by the Governing Committee and present the case to the Chapter's Board of Directors to determine the disciplinary actions to be taken, as reasonably necessary and appropriate to further the principles, vision, mission and values of EO in enforcing the Bylaws or Policies and Procedures of the Chapter. If the Board of Directors of the Chapter, by a vote of (X-2; where X is total number of board members), considers that the violation merits the immediate suspension or expulsion of a Member, the President shall communicate this decision to the Chair of the Governance Committee of EO Global and provide a written summary of the situation and the relevant Chapter bylaws that support such action, the resolution of the Chapter Board and any supporting evidence of the violation in question.