

**BYLAWS OF THE
MYSTERY SHOPPING PROVIDERS ASSOCIATION
Americas Region
As Adopted November 2006
Revised, November 2009, June 2012, November 2013, June 2015**

**ARTICLE I
NAME**

The name of the organization will be the "MYSTERY SHOPPING PROVIDERS ASSOCIATION, Americas Region (the "Region").

**ARTICLE II
PURPOSES**

Section 1 Not-For-Profit - The Region is organized under and shall operate as a geographic region of, for membership purposes, the Mystery Shopping Providers Association ("MSPA Global").

Section 2 Purpose - The Region comprises a group of individual organizations united as members of the Region which operates as a separately incorporated entity in support of MSPA Global as a common body for the purpose of strengthening the mystery shopping industry and other similar related customer experience measurement industries throughout the world through combined efforts and actions.

Section 3 Rules - No part of the net earnings of the Region shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Region shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. [Notwithstanding any other provision of these Bylaws, the Region shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

Section 4 Geographic Territory - The Region's geographic scope for the purposes of membership shall not be limited.

Section 5 Existence - The Region shall exist in perpetuity, except that it shall cease existence upon its dissolution as outlined in Article XVI.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The Region shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may, from time to time, determine.

**ARTICLE IV
MEMBERSHIP**

Section 1 Classes - Membership of the Region shall be composed of six classes: Regular Members, Charter Members, Associate Members, International Affiliate Members, Independent Contractor Members, and Academic Members. Only the primary representative of regular and charter members have full membership voting privileges. Additional representatives of regular and charter members are eligible for all benefits of membership with the exception of voting.

Regular Members are companies providing customer experience services which may include but

are not exclusive to mystery shopping, customer satisfaction, customer intelligence, loss prevention, merchandising, auditing, market research and/or other services that may now or in the future be a part of this discipline and that operate within the geographic territory of the Region. Companies that charge fees to individuals to be given access to independent contractor opportunities are ineligible for membership.

Charter Members are mystery shopping provider companies that were accepted for Charter membership prior to October 4, 1998.

Associate Members are firms or persons that provide or receive goods or services to or from Regular and Charter Member companies. Firms or persons that otherwise would be eligible for Associate Membership are ineligible if they charge individuals fees to be given access to independent contractor opportunities.

International Affiliates are companies whose primary membership is in another MSPA Region.

Independent Contractors are self-employed individuals who operate as an independent contractor providing services for one or more company members in the Americas.

Academic Members are those employed by or a student of an academic institution who seek to further their own understanding of these related industries and contribute academic research and insight into the related industries.

Section 2 Application - Any organization submitting an application for membership shall be approved for membership under criteria and procedures that may be established under the Articles of Incorporation or by the Region Board of Directors. Applicants for membership shall be notified, in advance of Board review, of current criteria for membership and shall be required to attest that they meet the criteria. In the event that the application submitted by the applicant includes all current criteria, the applicant shall be deemed to have been notified of current criteria without further action.

Section 3 Voting Rights - Each Member organization shall appoint one company representative. The corporate representative from Regular and Charter Members shall be entitled to one (1) vote on each matter upon which such Member is entitled to vote. Voting by mail, electronic mail or facsimile ballot shall be permitted, in lieu of a vote at a duly called meeting, for any item of business, including the election of officers and directors and the amendment of Bylaws. Unless the action of a greater number is required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of voting members returning ballots by a date certain, assuming the number of Members' ballots received constitute a quorum, shall be an act of the Members.

Section 4 Dues and Assessments - The annual dues for all Members of the Region and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Region Board of Directors. A portion, the exact amount or proportion of which shall be stipulated by the MSPA Global Board of Directors, of the dues paid for each Regular, Charter, Associate, and International Affiliate Member shall be paid by the Region to the treasury of MSPA Global.

Section 5 Resignation - Members may resign from the Region at any time by giving written notice to the Secretary. The Region shall not refund any portion of dues or assessments paid by an organization during the period of membership in the Region nor shall resignation forgive any debt to the Region on the part of the Member. Resignation from the Region shall also serve as resignation from the MSPA Global unless the Member is also a Member of another MSPA Region.

Section 6 Termination - Any member of the Region may be censured or have his/her/its membership privileges revoked or suspended for (i) professional misconduct, (ii) unethical conduct, or (iii) a violation of these Bylaws or any rule or practice of the Region, as established by the Region Board of Directors and distributed to the membership. Such disciplinary action may be taken only upon two-thirds vote of the Region Board of Directors, provided that a statement of the charges

shall have been mailed by certified mail to the last recorded address of the member in question at least fifteen (15) days before the Region Board of Directors votes on the matter. This statement shall be accompanied by a notice of the time and place of the meeting of the Region Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Region Board of Directors. In addition, any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments shall automatically lose his/her/its voting rights, and if such ineligibility or default is not corrected within 60 days, his/her/its membership shall be terminated. In special circumstances, such termination may be delayed by the Region Board of Directors.

ARTICLE V **MEMBERSHIP MEETINGS**

- Section 1** Annual Meeting - An Annual Meeting of the Regular, Charter, Associate, and International Affiliate members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Region Board of Directors. This meeting may also occur through use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other.
- Section 2** Special Meeting - A Special Meeting of the members may be called by the Region President or by the Region Board of Directors. In addition, a Special Meeting of the members may be called upon written application of members representing at least ten percent (10%) of the smallest quorum of Region members required for a vote upon any matter at the Annual Meeting of the members. No business shall be transacted at a Special Meeting except that stated in the notice of such meeting.
- Section 3** Notice - Notice of the Annual Meeting and any Special Meetings shall state the time, date and place of the meeting.
- Section 4** Quorum - Twenty percent (20%) of the Members of the Region shall constitute a quorum for the transaction of business at any duly called meeting of the Members.
- Section 5** Manner of Acting - The act of a majority of the members present and eligible to vote, and voting at a membership meeting, or responding in the case of an electronic meeting, shall be the act of the membership, except where otherwise provided by law or by these Bylaws. In the case of an electronic meeting, the action of a majority of members eligible to vote shall be the act of the membership.

ARTICLE VI **OFFICERS**

- Section 1** Officers - The officers of the Region shall be a President, Immediate Past President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors.
- Section 2** Election and Term Of Office - Only current and past members of the Board of Directors shall be eligible for elective office. The President, Vice President, Secretary, and Treasurer shall be elected by the voting members of the Region with a majority of the votes cast by the voting members determining the person elected to the positions. Each officer shall serve until a successor has been duly elected and qualified. Terms of office for President, Vice President, Secretary and Treasurer shall be two years. The Nominating Committee, as specified elsewhere in these bylaws, is charged with making nominations for officer positions. This committee shall present a slate of nominees to the Board of Directors for consideration and vote at least three months before the Annual Meeting. The Board may vote on this slate at a regular Board meeting or by

teleconference or mail if agreed unanimously by the Board, in writing. Following Board vote, the slate as approved by the Board shall be submitted to the voting membership for vote.

- Section 3** Removal - Any officer may be asked to resign by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the Region would be served thereby. Should the officer opt not to resign, a vote of the membership may be undertaken to remove the officer, in which case at least a majority equal to one vote greater than fifty percent of the number of members eligible to vote shall be required for removal.
- Section 4** Vacancies - Vacancies that occur in the offices of Vice President, Secretary and Treasurer are filled by the Region Board of Directors for the remainder of the term. A vacancy in the office of President is filled by the Vice President. A vacancy in the office of Immediate Past President will not be filled.
- Section 5** President - The President shall: preside at all meetings of the board of directors; serve as an ex-officio member of all committees except as otherwise stated in the bylaws; with approval of the board of directors, appoint committee chairs and liaisons (subject to confirmation by the Board, provided in Article IX, Section 6; and, serve as the chief elected officer of the Region.
- Section 6** Vice President - In the event of the absence, inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the President.
- Section 7** Immediate Past President - The Immediate Past President shall serve until the current President leaves office and shall have all the rights and privileges of a director. The Immediate Past President is an official member of the Board of Directors.
- Section 8** Secretary - The Secretary shall be custodian of records, and shall oversee the preparation of records of all proceedings of the Region and will perform such duties as may be delegated to him/her by the President or the Region Board of Directors. The functions of the Secretary may be delegated to executive staff as identified in Article VIII.
- Section 9** Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Region; oversee the receipt of monies due and payable to the Region from any source whatsoever, and deposit all such monies in the name of the Region in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; oversee the preparation of budgets and financial reports; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Region President or by the Region Board of Directors. The functions of the Treasurer may be delegated to executive staff as identified in Article VIII.

ARTICLE VII **BOARD OF DIRECTORS**

- Section 1** Composition, Election, and Term of Office - The Board of Directors shall be composed of not more than thirteen (13) directors, including the officers stipulated in Article VI, Section 1. Directors shall be elected for two-year terms by the Members and no director may serve more than 3 consecutive terms as a director. The Nominating Committee, as specified elsewhere in these bylaws, is charged with making nominations for Board positions. This committee shall present a slate of nominees to the Board of Directors for ratification at least two months before the Annual Meeting. The Board may vote on ratification of this slate at a regular Board meeting or by teleconference or mail. Following Board ratification, the slate of nominees shall be presented to the membership for vote at least thirty days before the Annual Meeting. The slate of nominees shall include at least one person for each open officer position on the Region Board,.
- Section 2** Regular Meetings - The Region Board of Directors may provide, by resolution, the time, date and

place for the holding of a regular annual meeting and additional regular meetings of the Region Board of Directors without other notice than such resolution. Meetings of the Region Board of Directors may occur by phone, video conference or other means by which all persons participating in the meeting can communicate with each other.

Section 3 Special Meetings - Special meetings of the Region Board of Directors may be held only upon notice to all Board members.

Section 4 Representation on MSPA Global Advisory Committee- The Immediate Past President shall serve as the primary Region voting representative on the MSPA Global Advisory Committee, unless the Region Board of Directors selects another primary representative. The current Region President shall serve as the secondary voting representative of the Region on the MSPA Global Advisory Committee. The Region's Board of Directors will annually determine whether the expenses associated with participation in MSPA Global Advisory Committee. meetings will come from the Region's treasury. In the event one or both of the Region's representatives are unable or unwilling to attend scheduled meetings of the MSPA Global Advisory Committee., the Region Board of Directors may appoint alternative representative(s), notifying MSPA Global Advisory Committee prior to the MSPA Global Advisory Committee meeting.

Section 5 Quorum - A majority of the Region Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Region Board of Directors, provided that if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 6 Manner Of Acting - The act of a majority of the members of the Board of Directors present at a meeting, or responding in the case of an electronic meeting, which electronic meeting must be authorized in advance by unanimous written consent of the Board, shall be the act of the Region Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 7 Vacancies - Any vacancy occurring in the Region Board of Directors for any reason before the end of the term may be filled by the Region Board of Directors. In such instance, the Nominating Committee may nominate any eligible member to the vacant post and that member shall immediately assume their position on the Board if approved by the Region Board of Directors by a simple majority vote. A member selected according to this provision shall fill the unexpired portion of the term.

Section 8 Resignation Or Removal - Any member of the Region Board of Directors may resign at any time by giving written notice to the Region President. Any member of the Region Board of Directors may be removed by a majority vote of the Active Membership of the Region whenever, in their judgment, the best interests of the Region would be served thereby. Directors shall be deemed to have resigned from the Region Board if they fail to attend 2 consecutive Region Board of Directors meetings unless their absence for valid reason(s) has been approved by the Board.

ARTICLE VIII **EXECUTIVE STAFF**

The administrative and day-to-day operation of the Region shall be the responsibility of a salaried staff person or firm who shall be appointed by the Regional Board of Directors and shall report to the officers of the Region. The executive staff shall undertake tasks assigned by the Region Board of Directors and shall assist in carrying out the functions of the offices of the Secretary and the Treasurer. The executive staff shall have no fixed term of office and will serve at the pleasure of the Region Board of Directors. The Region Board of Directors may assign titles to the executive staff as needed.

ARTICLE IX **COMMITTEES**

Section 1 Executive Committee - The Region Executive Committee shall consist of the officers of the Region. The Region Executive Committee shall exercise all powers and authority of the Region

Board of Directors during the periods between meetings of the Board to the extent permitted by law.

- Section 2** Nominating Committees - The Region shall also maintain a Nominating Committee. The Nominating Committee shall be chosen by the Region President and approved by the Region Board of Directors and shall include and be chaired by the Region Immediate Past President. The Region Board of Directors shall approve the proposed slate of nominees prior to consideration by the membership for election.
- Section 3** Special Committees - The Region Board of Directors may, from time to time, appoint such other Special Committees which, in the Board's sole discretion, are advisable to further the aims and objectives of the Region.
- Section 4** Committee Membership - Committee memberships shall be open to any corporate representative or designee.
- Section 5** Term of Office - Each member of a committee shall continue as such until his or her successor has been duly appointed or elected, as the case may be, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- Section 6** Chair - The Region President, with confirmation by the Region Board of Directors, will appoint all committee chairs other than the Nominating Committee Chair who shall be the Immediate Past President.
- Section 7** Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
- Section 8** Quorum - Unless otherwise provided by resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.
- Section 9** Minutes - Minutes or action notes of all committee meetings shall be provided to the Secretary of the Region and to the Board of Directors of the Region and the Board of Directors of MSPA Global.
- Section 10** Rules - Each committee may adopt rules for its own government consistent with these Bylaws and with rules adopted by the Region Board of Directors.

ARTICLE X **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- Section 1** Contracts - The Executive Committee may authorize any officer or officers, agent or agents of the Region, 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 Region and such authority may be general or confined to specific instances.
- Section 2** Checks, Drafts, Etc - All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Region shall be signed by such officers; agent or agents of the Region and in such manner as shall from time to time be determined by resolution of the Region Executive Committee. In the absence of such determination by the Region Executive Committee, such instruments shall be signed by the Region Treasurer and countersigned by the Region President or the Secretary of the Region.
- Section 3** Deposits - All funds of the Region shall be deposited from time to time to the credit of the Region in such banks, trust companies or other depositories as the Region Board of Directors may select.
- Section 4** Gifts - The Region Board of Directors may accept on behalf of the Region any contribution, gift,

bequest or devise for the general purposes or for any special purpose of the Region.

ARTICLE XI
BOOKS AND RECORDS

The Region shall keep correct and complete books and records of account and shall also keep minutes or action notes of the proceedings of its Board of Directors and Committees. There will be periodic audits or financial review by an outside CPA firm, the frequency of which will be determined by the Board.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Region shall end on December 31.

ARTICLE XIII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by law of the State of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Region, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV
INDEMNIFICATION

The Region shall indemnify all officers, Board members, employees, and agents of the Region to the full extent permitted by the General Laws of the State of Illinois, for actions taken within the scope of their duties for the Region, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Region.

ARTICLE XV
AMENDMENTS TO BYLAWS

These Bylaws may be amended by a majority vote of the Region membership eligible to vote at any meeting of the members, provided the substance of any such amendment has been approved by the Region Board of Directors and has been circulated to all Region Members at least fifteen days in advance, or by a majority vote of the Members returning ballots, as set forth in Article IV hereof.

ARTICLE XVI
DISSOLUTION

The Region may be dissolved by a vote of the Regions' Membership.