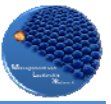


MANAGEMENT & LEADERSHIP NETWORK

Articles of Association & Bylaws

2/1/2010





MANAGEMENT & LEADERSHIP NETWORK CHARTER

*** ARTICLES OF ASSOCIATION ***

Adopted 1 February 2010

Article One – NAME

The name of this organization is the ***Management and Leadership Network***, hereinafter referred to as MLN or the Network.

Article Two – PURPOSE

The purpose of the Pepperdine *Management and Leadership Network* is become an essential society in service to Pepperdine University, the Graziadio School of Business and Management, and its members by promoting the importance of values-centered leadership.

Self-sustaining and self-perpetuating with regard to its leadership, role, and function, the Network will serve as a vehicle for its members to remain actively engaged with Pepperdine, establishing and strengthening personal and academic relationships while advancing the university through cooperative efforts. This is the mission of the Network, in accordance with a credence of honesty, achievement, respect, responsible stewardship, and a desire to make a difference.

The Network will focus on two main objectives:

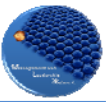
1. *Expand the Network by increasing membership*

Successfully growing the Network depends on propagating a compelling message and delivering on that message. To that end, the Network will:

- implement a mechanism for establishing and maintaining contact among the university, its graduates, and present and prospective students;
- create and communicate a membership value-proposition centered on fellowship, inclusiveness, personal growth, and service to others;
- cultivate a culture of informality with the intent of facilitating an environment by which deep bonds are developed among its membership;
- encourage personal growth and development by providing a platform for the exchange of ideas in an effort to help further educate and inspire its members;
- provide networking opportunities.

2. *Advance awareness and interest in Pepperdine University's message of Value-Centered Leaders*

Promote the identity and recognition of the Master of Science in Management and Leadership program at Pepperdine University and increase awareness of a value-centered leadership education.



Article Three – GOVERNANCE

The Network shall be governed by a Board of Officers and Directors (hereinafter the “Board”). Selection, roles, responsibilities, term limits, et. al. are covered in the by-laws.

Article Four – MEMBERSHIP

1. Regular Membership

Regular membership is open to any person who has graduated from the Master of Science in Management and Leadership program. Every Regular Member in good standing shall be entitled to one vote.

2. Associate Membership

Associate membership shall be open to current MSML students, current students and alumni from other programs with an emphasis in Management and Leadership.

3. Corporate Membership

Corporate membership shall be open to all corporations interested in supporting the purpose of the Network and shall be approved by the Board.

4. Honorary Membership

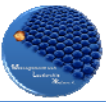
Honorary membership shall be at the discretion of the Board.

5. Good Standing

The definition of Good Standing herein will be defined by the Board.

Article Five - AMENDMENT OF ARTICLES OF ASSOCIATION

A two-thirds vote by the Board is required to amend the Articles of Association.



***** BYLAWS *****

Management and Leadership Network

Adopted 1 February 2010

Section One – OFFICERS AND DIRECTORS

The *Management and Leadership Network* shall be governed by a Board of Officers and Directors (hereinafter the “Board”) who are elected by the general membership at the Annual Meeting held in the fourth quarter of the calendar year. Newly elected board members will serve for 1 calendar year that begins January 1st and ending at mid-night December 31st.

Section Two – ELECTION OF OFFICERS AND DIRECTORS

New Officers and Directors shall be nominated by a Nominating Committee 4 weeks prior to the Annual Meeting and presented to the Board for approval by a majority vote of the Board members present at the Board meeting. The nominations shall be affirmed by a majority vote of the general members at the Annual Meeting held in the fourth quarter of the calendar year.

The members of the Board shall be drawn from the membership of the *Management and Leadership Network*. The Board shall consist of the following:

- Three officers: President, Vice President, and Secretary whose general responsibilities are listed in *Addendum A*. A fourth officer, Treasurer, will be added to the board when deemed necessary.
- Four Directors whose general responsibilities are listed in *Addendum A*.

Section Three – TERMS OF OFFICE FOR OFFICERS AND DIRECTORS

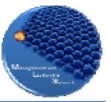
Management and Leadership Network Officers are elected for a 1 year term and may be re-elected for 1 additional term for a total of 2 consecutive years of service in a single office.

Management and Leadership Network Directors are elected for a 1 year term and may be re-elected for 2 additional terms for a total of 3 consecutive years of service on the Board.

No Board member, including both Officers and Directors, may serve for longer than a maximum of 5 years on the Board.

If an Officer or Director should resign before his or her term ends or be unable to complete his or her term of office, the President, with concurrence of a majority of the Board, may replace that Officer or Director for the remainder of the un-expired term until the next election, at which time a replacement will be selected by utilizing the nomination and selection process outlined above.

If the President resigns before the end of his or her term, the Vice President shall assume the role of Interim-President through the remainder of the abdicated term. He/she will then assume the role of President for the next election cycle as outlined in Section 2 of these Bylaws. The Interim-President may, and with concurrence of a majority of the Board, replace the Vice President for the remainder of the un-expired term until the next election, at which time a replacement for the Vice President position will be selected by utilizing the nomination and selection process outlined above.



Section Four – QUORUM AND VOTING

A quorum for the Board shall consist of members and either the President or Vice President in attendance. Action by the Board must be by a majority of the quorum.

Section Five – COMMITTEES

Committees may be formed as needed to support activities of the Management and Leadership Network and reporting to the Board.

Section Six – MEETINGS

The Annual Meeting of the Board shall be held at specified date, time, and location in the fourth quarter of the calendar year. Any member in good standing may attend. Such notice shall accompany the notice of the election of Officers and Directors.

There shall be at least 3 other meetings of the Board each year. Additional meetings of the Board may be called when deemed necessary by the President or any member of the Board. Notice of such meeting shall be posted on the official Management and Leadership Network website as well by e-mailed, provided such notice is given at least 14 days prior to said meeting.

Section Seven – RULES OF ORDER

Roberts Rules of Order, or any other set of Rules of Order duly adopted by a majority of the Board, shall govern parliamentary procedure in the Management and Leadership Network meetings.

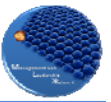
Section Eight – RELATIONSHIP WITH THE UNIVERSITY

In accordance with the stated purpose of the Network, the Board shall make all reasonable efforts to maintain good relations and communication with the University and its constituents.

Section Nine – BYLAWS

The Bylaws shall be adopted for the governance of MLN by a two-thirds majority vote of the Board. A two-thirds vote by the Board is required to amend the Bylaws. Notice of proposed amendments shall be given in the regular meeting notice.

Exceptions to these by-laws, which do not constitute a permanent change to these by-laws, shall require a written vote of three-quarters of the entire voting Board membership.



***** ADDENDUMS *****
Management and Leadership Network
Adopted 1 February 2010

ADDENDUM (A)

OFFICER AND DIRECTOR POSITIONS

Officers

The responsibilities of the Management and Leadership Network officers shall include but not be limited to the following:

- Set overall strategy for the Management and Leadership Network
- Lead efforts to revise Articles of Association, By-Laws, and Addendums as needed

Duties of President

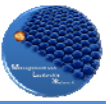
The President shall be the primary spokesperson for the membership of the Network. The President's responsibilities include:

- Supervising and coordinating *Management and Leadership Network* activities
- Calling and presiding over regular and special meetings of the Board
- Ensuring the holding of the Annual Meeting as called for by club's bylaws
- Serving, if interested, as a member of any standing or ad hoc committee, with the right to vote
- Appointing, with a majority vote of the Board, standing or ad hoc committees for the *Management and Leadership Network* and their respective chairpersons
- Serving as principal liaison with the University, the Alumni Association and other organizations

Duties of Vice President

The Vice President's responsibilities include:

- Presiding over the Management and Leadership Network meetings in the absence of the President
- Ensuring that the term limits described in the *Management and Leadership Network* bylaws are adhered to by the Officers and Directors of the Board
- Assuming the duties of the President on an interim basis if the President is unable to complete his/her term
- Automatically succeed the President when his/her term ends.



Duties of Secretary

The Secretary's responsibilities include:

- Giving notice of the Management and Leadership Network Board meetings
- Overseeing the receipt and disbursement of the monies of the Association, subject to the approval of the Board
- Taking and distributing meeting minutes at Board and special meetings
- Conducting the general correspondence of the association
- Maintaining a permanent record of all Management and Leadership Network proceedings
- Tallying votes from the Board and general membership
- Maintaining and circulating the current Articles of Association, Bylaws and Addendums of the Management and Leadership Network
- Taking attendance at Management and Leadership Network Board meetings

Duties of Director of Communication

The Director of Communication's responsibilities include:

- Manage channels of communication
- Writing text for the Management and Leadership Network website
- Plan and supervise preparation and distribution of print and online communications
- Identify innovative ways to broaden awareness of the Network

Duties of Director of Applied Technology

The Director of Applied Technology will serve as the liaison between the Board and the University's Information Technology Group. Responsibilities include overseeing the development, implementation, and updates to the MLN website.

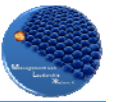
Duties of Director of Membership

The Director of Membership shall plan and manage membership and recruiting activities for the Network.

Duties of Director of Programs

The Director of Program's responsibilities include:

- Overseeing the development and implementation of the Network's programs and activities outside of board activities
- Organizing meetings and associated logistics, including reserving the location, meeting dates, confirming attendees etc.
- Identifying creative events, educational programs, networking opportunities and other organized gatherings designed to build camaraderie among Network members.



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