

## ***BYLAWS OF MSPA Global***

### **ARTICLE I - Identification and Structure**

**Section 1 - Name:** The name of the organization shall be the Mystery Shopping Professionals Association also known as “MSPA Global”.

**Section 2 - Incorporation:** MSPA Global is a not-for-profit corporation organized and operating under the laws of the State of Illinois, in the United States of America.

**Section 3 – Mission:** MSPA Global seeks to promote the exchange of information amongst the MSPA regions around the world and works to identify opportunities for cooperation in domains of common interest. Solely relating to branding, ethics and matters of geography. MSPA is a series of regionally organised associations of professionals united as a common body for the purpose of strengthening the mystery shopping industry through combined efforts and actions. MSPA exists to improve and stimulate the acceptance, performance, reputation and use of mystery shopping services. The primary goals of MSPA are to establish professional standards and best practices; regulate ethical behaviour; educate providers and their employees, clients and shoppers in order to improve quality of service; foster the image of the industry; and promote the value of member products and services.

**Section 4 - MSPA Regions:** The MSPA Global Board of Directors shall have authority to recommend the establishment of new MSPA Regions worldwide. Each established Region shall have authority to review and approve its own Region policies, procedures, bylaws, membership categories and benefits, and dues structures, so long as all policies, procedures, bylaws relating to branding, ethics and matters of geography comply to the guidelines laid down by the MSPA Global Board of Directors.

**Section 5 - MSPA Members Outside Regions:** For companies that fall outside those geographic areas within an existing MSPA Region, the company shall be required to specify in which Region it wishes to affiliate; in the event a Region is later formed in that geographic area, the member's membership shall be transferred to that new Region if the existing member agrees to such transfer.

### **ARTICLE II - MSPA Global Membership**

**Section 1 - Membership:** MSPA Global is currently composed of three independently operated Regions, uniformly aligned in purpose and mission, which are identified as MSPA Americas, MSPA Europe/Africa, and MSPA Asia/Pacific (each a “Region” and collectively the “Regions”). The governing entity of MSPA Global shall be known as the MSPA Global Board of Directors.

**Section 2 - Privileges of MSPA Global Membership:** Privileges of MSPA Global membership will include: 1) right to use the MSPA branding within guidelines established by MSPA Global Board of Directors, 2) right to attend MSPA conferences and events at the member rate; and 3) access to any

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member benefits developed by MSPA Global pertaining to all Regions. However, no authority provided to MSPA Global shall infringe upon each Region's right to create its own privileges for its own members, so long as such privileges do not violate industry ethics or the industry's reputation in the world.

**Section 3 – Obligations of MSPA Global Membership:** Each member of MSPA Global shall be bound by the requirements of the MSPA Common Codes of Professional Standards and Ethical Conduct and the MSPA Violations and the Unified Dispute Resolution Process documents. The regional versions of both these documents must be put in place and must not materially conflict with the Global documents. Regions are responsible for ensuring their members accept and agree to the regional versions of both these documents.

## **ARTICLE III - Dues & Financial Accounting**

**Section 1 - Dues:** Each Region, regardless of size, shall pay MSPA Global an annual per member amount established by the MSPA Global Board of Directors at the final board meeting of the year, or at a subsequently agreed upon date, based on the goals and objectives of MSPA Global for the coming or current year, and as unanimously agreed by the MSPA Regions.

**Section 2 - Delinquent Dues:** Any MSPA Global Region which fails to pay its dues to MSPA Global within thirty (30) days of the scheduled payment date immediately shall be considered as delinquent and subject to termination as an MSPA Global member under the authority of the MSPA Common Codes of Professional Standards and Ethical Conduct and via the proceedings of the MSPA Violations and the Unified Dispute Resolution Process, with the attendant loss of MSPA Global membership benefits for the Region.

**Section 3 – Financial Accounting:** The Global finances, involving control of monies in and out, shall be carried out by an approved management company which is acting independently of any region. A monthly management fee shall be charged for this service. In addition, the management company will be responsible for arranging annual tax returns and corporate filing services, as well as keeping company information current.

**Section 4 – Financial Accounting Transparency:** All invoices should be signed off by the current Chair and Vice-Chair. Individuals with access to the Global bank account must be listed at the start of each financial year, and this list should include the Chair. Financial information should be provided quarterly to all members of the Board.

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### **ARTICLE IV - Meetings**

**Section 1 – Regular Meetings:** There shall be meetings of the Global Board of Directors at each Region’s annual conference. Board members will attend either in person or via electronic means. Conference calls may be scheduled periodically when deemed necessary.

**Section 2 - Admission to Meetings:** Admission to observe meetings of the MSPA Global Board of Directors shall be open to all MSPA regional members. While it is not expected that MSPA Global Board meetings would be attended by many regional members, it is recognized that open meetings are required to foster open communication. Observers may speak at the Global Board of Directors meetings when recognized by and at the pleasure of the meeting’s chair. Closed meetings, or portions of closed meetings (“Executive Session”) shall be called by the Global Board Chair in the case of sensitive matters before the Global Board, in which case an announcement of the closed meeting will be made to all affected parties. Meeting attendees who are not members of the Global Board of Directors who wish to speak directly to the Global Board of Directors must submit their petition to the Global Chair no less than two weeks prior to the meeting in which the individual wishes to speak. The Global Chair shall review the request, and at his or her sole discretion, determine whether to add the item to the upcoming agenda, and if so, to allocate the amount of time dedicated to the item. The Global Chair shall promptly notify the individual requesting the item to be placed on the agenda of its status at least one week prior to the upcoming meeting. Regional representatives have the right to take input from their advisors or members attending the meeting and submit their comments or invite them to speak during the meeting with the agreement of the chair.

### **ARTICLE V – Global Board**

**Section 1 - Composition of the Global Board of Directors:** The MSPA Global Board of Directors shall be composed of two representatives from each established Region (who shall be selected by the Region’s Board of Directors) preferably the Immediate Past president, President, Vice President from each Region or another Officer as decided by the Region. Of each pair of representatives from each Region, one shall be designated the “primary representative”, who shall cast one vote on behalf of the Region they represent. The Board shall be led by a Global Chair, who shall be a member of one of the Regions, but who shall represent and act in the common good of MSPA Global and not his or her home Region. No more than two directors on the Global Board of Directors shall be employed by or hold share(s) in the same firm or corporate entity. In addition, the 3 founders of MSPA Europe, MSPA Americas and MSPA Asia/Pacific shall serve on the board. They hold no vote but are welcome to participate in discussions in an advisory capacity.

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**Section 2 - Behaviour of the Global Board of Directors:** No member of the Global Board of Directors will seek to promote his or her company or strategic alliance as a result of his or her position on the Board and shall be bound by the standards set within the MSPA Common Codes of Professional Standards and Ethical Conduct.

**Section 3 – Qualifications of Directors:** Each Member of the MSPA Global Board must be actively working at a member company and devoting his or her time to the industries promoted by the association in order to remain qualified to serve as a Director. It is the decision of each Region who they nominate as their representative. In the event that a Director ceases to actively work in the industries promoted by the association or voluntarily leaves the industry for more than ninety (90) days during his or her term, his or her position on the Global Board shall be deemed vacant. All directors must be representatives of their regional boards in good standing.

**Section 4 - Authority:** The MSPA Global Board of Directors shall be stewards of the MSPA branding, Specifically, the MSPA Global Board of Directors shall have authority to 1) devise and enforce global ethical standards and arbitrate disputes and the proceedings of the MSPA Violations and the Unified Dispute Resolution Process, 2) establish and enforce global branding standards and 3) promote, and where prudent, establish new region formation. The Global Board of Directors, via the Board Chair, may establish such committees, subcommittees and task forces for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 5 - Quorum:** A Primary or Secondary member of each region must be present at the MSPA Global Board meeting which shall constitute a quorum at any meeting of the Board.

**Section 6 - Vacancies:** Any vacancy among the Region representatives occurring on the MSPA Global Board of Directors shall be filled by the governing body of the Region which the director represented. A member of the MSPA Global Board of Directors appointed to fill a vacancy shall serve only for the duration of that term but may serve during a future term if such candidacy is in compliance with the bylaws of both the pertinent Region and these MSPA Global Bylaws.

**Section 7 - Proxy Voting:** There shall be no proxy voting on matters before the MSPA Global Board of Directors. However, in the absence of the primary representative from any Region, the Region's secondary representative to the MSPA Global Board of Directors shall represent the Region with the full authority to represent and vote on behalf of the Region in the same capacity as the primary representative would. In the case of web, telephone or email meetings, votes cast by web, phone and email communications shall be considered first-party and not as cast by proxy.

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**Section 8 - Voting:** All votes resulting in a change to this and other policy documents of MSPA Global must be unanimously agreed. In lieu of a meeting in person or via conference call or via other communications equipment by means of which all persons participating in the meeting can communicate with each other, the MSPA Global Board of Directors may vote by written or electronic ballot provided that a simple majority of eligible voting members of the MSPA Global Board of Directors vote in favour of the issue or matter presented in order for it to be approved.

**Section 9 - Removal of Officers and Directors:** Following a properly administered complaint filed against an officer or director of the MSPA Global Board of Directors, such member may be dismissed from completing his or her term on the MSPA Global Board of Directors by simple majority of eligible voters in accordance with the provisions of the judicial proceedings of the MSPA Violations and the Unified Dispute Resolution Process.

## **ARTICLE VI - Officers**

**Section 1 – Officers:** Officers of the Global Board of Directors will include only a Chair and Vice Chair.

**Section 2 -** The role of Chair will rotate annually between active Regions. The order of rotation is determined to be Americas, Europe/Africa and Asia/Pacific. The Vice Chair will be from the upcoming Region in preparation of their awareness of the responsibilities of the Chair position. They must hold an active membership in an MSPA region and must have served at least one full year on the Global board at some point.

## **ARTICLE VII – Officer Terms and Duties**

**Section 1 - Term of Office:** The officers of Global shall begin their respective terms of office at the beginning of each calendar year and shall serve for one (1) year. Representatives may be re-elected up to a maximum of four (4) successive years. Once a Director has served his or her fourth year, that individual is not eligible for Global Board service for the next three (3) calendar years. Recognizing that there may be certain nuances in a Region at a given time, a Region, through its primary representative, can appeal to the Global Board to extend the eligibility of a specific Director. Such extension shall require the consent of the remaining Regions represented on the current Global Board, as voted on by the primary representatives.

**Section 2 - Compensation:** All elected officers and board members of Global shall serve without compensation with the exception that it may fund in its sole discretion travel expenses for the Board Chair to attend meetings as agreed in the annual budget. Other expenses may be considered from time to time were they are unanimously agreed as part of an annual budget.

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**Section 3 - Duties of the Chair:** The Global Chair shall preside at all meetings of the organization and Board of Directors and shall work closely with the primary representative of the Regions to carry out the policies, procedures and programs established by the MSPA Global Board of Directors. The Global Chair serves as an ex-officio member of all committees, subcommittees or task forces, and shall perform such other duties and functions as are necessarily incident to the office or as may be prescribed by the MSPA Global Board of Directors. The Global Chair must be independent and must act in the best interest of all regions, not solely for the benefit of his or her home region and therefore cannot simultaneously be a primary or secondary regional representative.

**Section 4 - Duties of the Vice Chair:** The Vice Chair shall assume the duties of the Global Chair at the latter's request and in the Chair's absence shall perform such other duties as may be delegated by the Chair.

**Section 5- Removal of Officers:** The MSPA Global Board of Directors, by a simple majority vote of eligible voters of the MSPA Global Board of Directors, may remove any officer for failure to perform or for other sufficient cause in accordance with the provisions of the judicial proceedings of the MSPA Violations and the Unified Dispute Resolution Process.

## **ARTICLE VIII - Regions**

**Section 1 - Formation and Expansion:** It shall be the duty and responsibility of the Chair, and the Board of Directors of MSPA Global to undertake all appropriate action to encourage the growth and development of Regions and the programs and activities they carry on consistent with the mission and objectives of MSPA Global and to render assistance in the organization and operation of Regions. The MSPA Global Board of Directors is authorized to consider the creation of new Regions provided that a formal petition is submitted by a sufficient number of mystery shopping professionals to persuade the MSPA Global Board of Directors that support exists for a new Region; the proposed Region submits a proposed organizational business and marketing plan; and the request is approved by a unanimous vote of a duly qualified representative (primary, or secondary in lieu of) of each MSPA Global Region active at the time of the vote. Final formation of new regions requires the unanimous approval of all Regions Board of Directors on the initial vote. If the new region is not approved on the first ballot, after six (6) months following the date of the casting of the last Region's Board of Directors vote on the matter, the matter may be re-introduced by any Region for approval once again by each Region's Board of Directors. In this case of a second vote, only a simple majority of approving Region's Board of Directors shall be required for passage and approval. Each Region's Board of Directors must vote on the proposed expansion matter in each instance with forty-five (45) days of the date of the introduction of the proposed new region to the Global Board of Directors or their voting rights within this paragraph shall be null and void, and only the votes of the remaining Regions shall be counted.

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**Section 2 - Regional Governance:** Each MSPA Region must be a separately incorporated entity, with an elected Board of Directors, bylaws, proper representation of Region members and provide for a process of electing representation to the MSPA Global Board of Directors.

**Section 3 - Bylaws:** No article or provision of the bylaws of any Region shall be inconsistent with the bylaws or stated purposes/ mission of MSPA Global. A complete and updated copy of each Region bylaws shall be posted on the public portion of each Region's website. At all times, the purposes, objectives and activities of each Region shall be consistent with those of MSPA Global.

**Section 4 - Revocation of Region Rights and Privileges:** The Global Board of Directors by two-thirds (2/3) vote of its members and in accordance with the MSPA Violations and the Unified Dispute Resolution Process shall have the authority to revoke the right and privilege of a region to affiliate or continue to operate as and of MSPA Global.

**Section 5 - Liability:** Regions shall not be authorized to incur any liability or debt, enter into any contract, or take any binding action on behalf of MSPA Global without the prior written approval of the MSPA Global Board of Directors. Regions shall be solely responsible for their own liabilities, debts and obligations. Global shall not be authorized to incur any liability or debt, enter into any contract, or take any binding action on behalf of MSPA Regions without the prior written approval of the MSPA Regional Board of Directors. Global shall be solely responsible for their own liabilities, debts and obligations.

**Section 6 - Authority:** MSPA Regions shall be responsible for the appropriate use of the MSPA branding in their designated Region, including on any printed or electronic materials, publications, websites, photographs, videos or programs as established by MSPA Global. Each Region shall be responsible for the implementation of all Global required brand standards policies and other programs.

## **ARTICLE IX - Amendments**

**Section 1 - Procedures:** The Global Board of Directors may propose amendments on its own initiative. Proposed amendments must be sent to each Region's Board of Directors. Provided that any proposed amendment does not contradict a specific bylaw within a Region, these MSPA Global Bylaws may be amended or repealed by a unanimous vote. Voting may be conducted via in person or through the 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.

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**Article X - Dissolution**

**Section 1 - Procedure:** In the event of the dissolution or final liquidation of the organization, its remaining net assets shall be distributed to such non-profit corporations or associations as are exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986, as amended, as the Committee in the exercise of its reasonable discretion may determine, and no part of such net assets may inure to the benefit of any individual member or person. Dissolution requires a unanimous vote of the Board of Directors of each active MSPA Global Region at the time of the vote. Assets will be returned in ratio to their contribution.