**BY LAWS AND POLICIES**

**Of**

**Massive Investing Promotes Savings**

**(MIPS)**

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1. **Purpose of Club**: The major purpose of the club shall be to educate the member on the fundamental principles and techniques of sound investment practices as generally set forth by NAIC; to enable members to invest funds mutually for a profit; and to provide the opportunity for sharing common interest in investing.
2. **Investment Policy**: The basic and general policy of the club shall be to invest for capital gains by a program of regular investments, with all earnings to be reinvested.
3. **Portfolio Management**: A Stock Manager shall be appointed for each stock owned by the partnership. A person can be appointed to manage up to two investments in the portfolio. The Stock Manager will prepare a monthly report to the partners as to the status and progress of the investment(s) assigned. The Stock Manager will be prepared to recommend whether the club should buy, hold, or sell the investment. The Assistant Presiding Partner is the manager in charge of the entire club investment portfolio.
4. **Officers**: There shall be a Presiding Partner, Assistant Presiding Partner, Secretary, Treasurer-Agent, and Officer-At-Large.
* The **Presiding Partner** shall be the chairman at all meetings of the club and have the authority to assign to any member duties relating to the study of securities being considered for purchase or management of securities already owned, as will as other duties necessary to facilitate the successful operation of the club.
* The **Assistant Presiding Partner** shall perform the duties of the Presiding Partner in the absence of the Presiding Partner. In addition, the Assistant Presiding Partner shall be responsible for the operation of monthly investment presentations, and ensure the financial journals are maintained in proper order. Also, the Assistant Presiding Partner is the Portfolio Manager and is responsible for the operations and maintenance of the portfolio.
* The **Secretary** shall maintain accurate accountability of all club records and files except the financial journals. The Secretary shall accurately record and maintain the minutes of each club meeting and record accurate club attendance (present and proxy); and shall be responsible for such correspondence within or without the club as directed by the Presiding Partner. The Secretary is responsible for ensuring that all materials are present at each meeting. The Secretary will distribute meeting minutes to all members within 10 days after the monthly meeting.
* The **Officer-At-Large** shall be responsible for coordinating the club’s social functions and membership activation and recruitment. In addition, the Officer-At-Large will ensure proper conduct is maintained. The Officer-At-Large is responsible for providing a meeting location for all scheduled meetings. The Officer-At-Large is responsible for notifying all members of scheduled club meetings not more than five days prior to the meeting.
* The **Treasurer-Agent** shall keep the general financial journals and accounts for the club; shall maintain separate accounts for each club member; shall maintain the club checking account and brokerage account; shall place, buy and sell orders as voted by the membership; and shall prepare and present a valuation statement at the monthly meetings. The Treasurer-Agent shall be responsible for the preparation of club tax returns, and in February of each year, the Treasurer-Agent shall furnish each member with a full and complete statement for each member’s individual tax return.
1. **Officer Terms**: Club officers will be elected every two (2) years at the last regular meeting of the second year. Their term will run twenty four months. Each elected official will serve from January 1 of the first year to December 31 of the second year unless club priorities dictate otherwise.

Any officer can be removed from office for the failure to attend three (3)-scheduled meetings during the term in office. Any officer can be removed from office by a 2/3 vote of ownership.

The Treasurer-Agent must endorse all withdrawals from the club’s checking account. The journals, records, minutes, and files maintained by the Secretary or Treasurer-Agent can be opened for inspection by any member at any meeting. The officers other than the Treasurer-Agent shall audit, or cause to be audited, the Treasurer-Agent's records and accounts each year before a complete statement of the club’s condition will be distributed.

1. **Meetings**: Meetings shall be held at least once a month unless otherwise determined by a majority of the members. A quorum consisting of a simple majority of the membership of two officers plus one general member must be physically present to conduct business. One of the two officers must be either the Presiding Partner or the Assistant Presiding Partner and the financial journals must be present. Emergency decisions to sell investments between meetings may be accomplished by the agreement of 2/3 ownership with formal notification to all partners the next business day.
2. **Valuation Units**: The club shall operate on the 'unit' system recommended by the NAIC, rather than the ‘assessment’ system. Each member shall purchase a minimum of fifty dollars ($50) worth of units each month or a minimum of six hundred dollars ($600) worth of units each year. (Members serving in the Partnership for less than a year, the amount will be prorated based on the total months in the partnership.). Additional purchases may be made on a voluntary basis. Payment shall be due by the date of the monthly meetings. Members who specifically indicate the month or months for which payment is made may pay the monthly payment in advance, however, the value of the unit is determined at the time of the deposit into the account.
3. **Voting**: A vote cannot be held at anytime without a full quorum present at a scheduled or called meeting. Voting cannot occur unless the number of partners represented in person or proxy have capital accounts totaling forty percent (40%) of the capital accounts of the partnership. All votes will be based on percentage of club ownership. A partners voting power cannot exceed (20%) of the total capital accounts of all partners; Understand this in no way should limit or restrict the amount of individual investment by a partner.
4. **Attendance**: A member who fails to physically attend four (4)-scheduled meetings in a calendar year (Jan - Dec) may be expelled from membership. Upon the fourth missed meeting and every unattended meeting thereafter, a vote will be taken to determine if a member will be expelled from the partnership.
5. **Withdrawal or Expulsion of Member from the Club**: A member may be expelled from the club for failure to purchase the minimum amount of units as stated in Section 7, supra, or for non-attendance as stated in Section 9, supra, or for repeated refusal to accept and perform assignments of work. In addition, membership shall terminate automatically when a member dies.
6. **Amendments**: These By Laws may be amended by a two-thirds (2/3) vote of the ownership.
7. **Conflicting Provisions**: In the event of a conflict between the Partnership Agreement and the By Laws and Policies, the Partnership Agreement shall prevail.
8. **Voluntary Withdrawal for paying Taxes:** Between January 15th and April 15th, a partner may withdraw funds from their capital account and paid out at 100% if for the sole purpose of paying income taxes that incurred as a result of financial actions in the partnership.  The total amount of withdrawal cannot exceed the Net Profit amount for the partner doing the withdrawal as indicated on the Member Tax Allocations report from the previous year.  Any amount withdrawn over the Net Profit amount from the report will be paid out at ninety-seven percent (97%).