



**International Nortel Networks
Users Association**

What You Need to Know to Start an INNUA Chapter

Dear Telecommunications Professional:

Thank you for your interest in establishing a new chapter of the International Nortel Networks Users Association (INNUA), one of the most dynamic and progressive users group in the world.

Starting a new Chapter is a very rewarding, yet sometimes daunting experience. We are here to help you in this process. INNUA has established a mentoring program for new chapters. Your mentor will help you each step along the way, making suggestions for meeting topics, helping you contact other professionals in your area who will be interested in participation in your new organization. They will help you through establishing By-Laws for your group and, put you in touch with speakers and vendors who will sponsor meetings and answer any questions you may have along the way.

Local INNUA chapters have regular meetings featuring educational and informational programs on topics of special interest to telecom professionals. Chapter meetings may focus on new technology, service and support issues, or certification and training programs on Nortel Networks equipment. End users from many different industries – as well as levels of experience – find consistent benefits from attending these local chapter sessions.

Please feel free to contact Lisa Blunier at lblunier@innua.org with any questions in connection with the creation and growth of your new chapter. She will be able to put you in touch with your mentor. Thanks again for taking the first step!

Sincerely,
The INNUA Board of Directors

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How to Start a Local INNUA Chapter

Any time the thought of forming a users group comes to mind, so do the obvious necessities of any organization – namely, the need for By-Laws, officers, and members. Here are six steps to get you started.

Step 1: Start Making Contacts

Usually your distributor is a good source for names of other customers in your area who may be interested in forming a new local chapter. If this avenue doesn't work, contact the INNUA office and they can check their database for nearby members who currently belong to other chapters. A phone call is often better than an email. It is more personal and more likely to interest people in helping you start your new chapter. Your enthusiasm will be contagious! Call the INNUA office to get the name and contact information for your mentor who may also be able to help with these initial contacts.

Step 2: Hold a Planning Meeting

The goal of making that initial contact with users should be to set up a meeting that will help determine how much interest exists for the formation of the new chapter. Often your employer or a distributor underwrites the costs associated with this meeting. Keep it simple. Have an agenda (See the sample attached). Keep it short – we are all busy. Set goals and dates to achieve them – when do you want to have your first chapter meeting? When should the By-Laws be ready for the members to vote on? Establish a dues and collection schedule.

Step 3: Form a By-Laws Committee

After the initial users meeting, if an interest in forming the chapter has indeed been established, the next real task at hand becomes drafting the group's By-Laws and establishing the procedure for electing officers. Please visit http://www.innua.org/membership/Chapter_ByLaws_Template0218.pdf to download the most up-to-date Chapter By-Laws template or contact the INNUA office and they will send you one. Use it. Do any of your members work for a firm of attorneys? They can be very helpful in formulating the By-Laws and eventually filing for incorporation.

Step 4: Set the Expectations for Chapter Officers

Too often an individual will get elected to an office without having the necessary support or man-hours required to fulfill the duties of the office. To avoid this situation, the parameters of each officer's duties should be written in advance – including how many hours per week and off-site meetings per year may be involved. This will encourage employers' support for their personnel to participate as an officer in your new group. It will encourage people to participate, so keep it simple. Remember to include a provision that encourages a team approach to as many of the duties as possible. Don't forget to allow time for Chapter Board meetings – either face-to-face or via teleconference. These are important and should be held often. Finally, there should also be a provision in the By-Laws for removing a person from office if living up to that commitment becomes impossible.

Step 5: Protect Your Association

Incorporation or its equivalent is recommended as the best method for taking personal responsibility away from the officers of the association. For example, if an unincorporated group were to hold a special mini-conference, and someone there were to break his leg, the injured person could sue the group, which would translate into personal liability for one or more of the officers. While this example may seem extreme, the point is valid. Incorporation takes the personalities out of the structure of the group so that it can be run as a business, which is as it should be.

In reference to the financial well being of the group, a qualified accountant can also be invaluable because of the tax status of the organization. Although your group may be declared as a "not-for-profit" association, there are still certain forms that must be submitted at specific times to satisfy the Internal Revenue Service. If a qualified member of the group is willing to accept these responsibilities, that is fine. If not, hiring a CPA is highly recommended.

Step 6: Let the Meetings Begin!

Once the elements listed above are set into motion, all other aspects of the new group's formation will begin to fall into place. The dues structure, as well as plans for programs or conferences, can be established based on a solid foundation. Most important, the opportunity for Nortel Networks users in your area to meet and interact with each other can then begin – to the benefit of everyone involved!

Please contact INNUA by email at info@innua.org or by phone at 312.464.6102 or 877.446.6684 for assistance with your chapter start up process, including your first meeting.

INNUA Chapter Startup – General Information

The following information is intended to assist groups that are interested in forming a chapter that can eventually become a part of the International Nortel Networks Users Association (INNUA). INNUA currently has over 6,000 members in more than 70 chapters around the world.

INNUA requires that a chapter be established and functioning before applying for INNUA membership. We want to be sure that the chapters have a firm commitment from a group of end-users who are willing to serve in leadership positions and enough support from its members to ensure a sound future.

Once the chapter has been established, the specific deliverables that are needed include:

- a copy of the proposed Chapter By-Laws.
- signed copy of the Chapter Affiliation Agreement.
- minutes from two recent chapter meetings.
- a list of chapter members alphabetically by company, identifying the board members and the offices they hold.

INNUA requires that all documents be submitted in English.

The chapter affiliation process often can take several months, primarily because the INNUA By-Laws Committee must review the chapter By-Laws to ensure consistency with the International's By-Laws. To assist chapters in meeting By-Laws compliance guidelines, the By-Laws Committee has developed a By-Laws template that includes suggested language. You will find both the By-Laws template and a copy of the current International By-Laws within this packet.

Chapters must also take the necessary steps to become legally qualified to conduct business and open bank accounts in their respective locations. You will need to obtain advice from an attorney or a certified public accountant to determine what your locality requires for your chapter to legally exist. In addition, we have prepared a document entitled "Legal Guidelines for Chapters" to which we recommend you refer as you move forward with the startup process.

New chapters are always interested in qualifying for discounted registration fees for their members to attend the INNUA annual conference.

There is no guarantee that the chapter affiliation process will be completed before the annual conference so please allow sufficient time for unexpected delays. Until the process has been completed and your chapter receives official notification of affiliation, your chapter is not a member of INNUA. Please be assured that the INNUA staff will do everything within their power to see that the process is expedited.

Once the affiliation process is complete, two representatives from the chapter will be given administrative access to the INNUA membership database. This will allow the chapter administrators to add, delete and change membership information. The following information is required when entering new members in the INNUA membership database: First name, last name, company name, mailing address, city, state, postal code, country, phone, fax, email, chapter and member status.

We look forward to welcoming your chapter to INNUA!

Planning Users Group Programs

Once a users group is established, probably the single most important factor necessary for keeping members interested and active in your association is a well-planned, carefully selected series of programs. While some groups may turn the entire program planning task over to only one or two of its members, others may prefer to make it a group decision process. Regardless of which way your group elects to plan its programs, several key factors should be considered to make each one successful.

Choose a Meeting Site

Since some users groups are regional, while others may be statewide, or even nationwide, deciding where to conduct your programs will, to a large extent, determine how many members will be in attendance.

- The “Right” City – If your group has members from several different cities, you have two options to consider. The first one is to conduct your meetings in varying locations each time, thus rotating the sites among the members’ cities. The second option is to choose a centrally located city and then conduct all meetings there.

Both of these choices have advantages as well as disadvantages. For example, by rotating the site between cities, potential members who may not be willing to travel anywhere else to “try out” a group meeting could be more apt to attend – and perhaps join – the association. On the other hand, a centrally located city offers an “equidistant” advantage to all members.

- The “Best” Facility – choosing a meeting site within the selected city is also important and, to a large extent, should be based on the overall agenda of the meeting. For instance, if the program for a specific meeting involves a plant tour, then a meeting room on the plant premises might be preferable to the hassle of having to provide transportation that will get the group members to and from the tour location. Conversely, if the program is going to be an all day applications seminar with lunch, then meeting at a hotel that can provide a comfortable meeting room, as well as cater the lunch, makes a lot more sense.

Develop a “User Friendly” Agenda

Since participation in a users group is “voluntary,” careful consideration should be given to the meeting agenda, and to the actual program you have planned, as well as to the activities that will help to ensure all participants feel welcome – and important.

- Make Participation “Worth the Effort” – How receptive would you be to driving 100 miles so that you could participate in a voluntary, poorly planned function that only lasted an hour or so? Regardless of the program that has been scheduled, the “effort” that each of your group’s members has to exert – and the amount of time they will invest to attend a meeting – should at least equal the benefits they hope to receive. This is achieved through ample notification of meetings, as well as a thorough, well-planned agenda, an interesting “member-oriented” program, and adequate time allotments for the various activities – not too little, or too much!
- Keep the “Comfort” Level High – Help participants get involved in your meetings by making them feel comfortable from the onset. Having people greet attendees at the door can help break the ice. So can name tags – especially when they also include the participant’s company, home city and/or industry. Brief individual introductions at the beginning of the meeting can also be effective, as can encouraging audience participation in a program if it is appropriate.
- “Socializing” Time is Vital – Perhaps the most important item that deserves attention on your agenda is time for “socializing.” In virtually every survey INNUA has conducted among its members, the “opportunity to meet and network with other Meridian users” has always ranked among the top two responses regarding why members join user groups and attend their functions. Indeed, several local INNUA chapters feel so strongly about this that at least one of their meetings each year is 100% “social”... such as all-day golf tournaments where users from the same industries can spend “off the record time” getting to know each other and sharing some of their mutual experiences. At the very least, a “break” should be added to even the shortest agenda so that the members of your group have a chance to visit among themselves and to welcome new members.

Select Innovative Program Topics

To a new users group, the potential for actually being able to line up programs for your meetings may seem very limited. Once you start exploring all of your possibilities, however, you will discover that just the opposite is true: Your availability of program topics is, indeed, unlimited!

- Manufacturers, distributors, and vendors of Meridian compatible products are excellent sources for both educational information and hands-on applications presentations. These same organizations are anxious to do business with your group's members. They are usually more than willing to "pick-up the tab" for accompanying lunches or break refreshments.
- Chances are that over half of your group's members have discovered specialized applications of their own that they would be delighted to share with the group! Sometimes, these members may have to be "coaxed" into making presentations, which is another reason for allowing time for socializing opportunities at each meeting.
- Survey the membership. Consider asking the members themselves what they would like to see on the program agenda. Many great ideas come from within the organization.
- Try a site visit. Site visits are always informative. It's always interesting to see who does what with each application and why.
- Other chapters can be an excellent source for finding out about programs that have been well received by their own members. Visit <http://www.innua.org/news/chapnews.shtml> for current INNUA chapter information.
- INNUA welcomes the opportunity to share our knowledge of what works best – and what doesn't – for the benefit of all members.

International Nortel Networks Users Association

Guidelines for Chapters on Legal Issues

I. Introduction

Chapters are an invaluable and integral part of the INNVA structure, and the granting of a charter permits a chapter to be affiliated with, and use the name of, INNVA. However, from a legal standpoint, chapters are separate, independent entities and are solely responsible for their own activities. Each chapter is a separate legal entity, which must not only comply with INNVA requirements for chapters but also must perform all legal obligations incumbent upon any self-governing organization.

These guidelines are applicable to all INNVA chapters, though they focus just on the laws of the United States and Canada (those areas in which U.S. and Canadian law differ are indicated). The legal concepts addressed in these guidelines have close or equivalent analogs in most, if not all, other countries. For chapters located outside of the U.S. and Canada, legal advice should be sought from local counsel.

II. Relationship between INNVA and its Chapters

From a legal standpoint, the relationship between INNVA and its chapters is a contractual one. That is, there is considered to be an agreement between INNVA and its chapters pursuant to which each has certain obligations.

For example, chapters are required to keep the INNVA online membership database updated periodically, by setting up a chapter administrator for each chapter to be approved by the INNVA office. This will allow your chapter to maintain membership, including officer information. Chapters are also required to pass along membership dues received by the chapter. In return, the chapter receives certain benefits, including the right to use the INNVA name and the right to certain discounted registration fees for members attending the INNVA annual conference.

As with any contractual relationship, if either party does not fulfill its obligations, then the other may end the relationship.

From a positive standpoint, the above-described INNVA chapter structure gives chapters a significant amount of autonomy and independence in conducting their affairs. Unlike other international associations, INNVA does not control the day-to-day affairs of its chapters, nor does it wish to do so. Of course, there are other significant benefits to being an INNVA chapter.

However, this structure also means that chapters cannot necessarily rely on the national association in areas such as liability insurance, financial assistance, legal protection, etc.

III. Incorporation

On balance, from a legal standpoint it is better for a chapter to be incorporated rather than unincorporated. This is primarily because members, including individual directors and officers, of an unincorporated association may be held personally liable for the debts and other contractual obligations of the organization. There are other disadvantages to unincorporated status (such as the fact that statutory provisions for unincorporated associations are generally fragmentary and inadequate in almost all jurisdictions) but clearly liability is the most significant.

IV. Procedure for Incorporating

Incorporation is controlled by statute. In the U.S., each State has its own corporate law. In Canada, incorporation can be accomplished Provincially or Federally, but unless chapters are significantly involved in activities outside the Province, the Provincial procedure should be used.

Each State and Province requires the filing of a document, called a certificate or Articles of Incorporation (sometimes referred to as an Application for Letters Patent in Canada). This document is filed with some officially designated body, usually the Secretary of State in the U.S. and the Ministry of Consumer and Commercial Relations in Canada. This certificate or Articles of Incorporation becomes the basic governing document of the corporation and is subordinate only to State, Provincial, or Federal law.

Articles of Incorporation typically is a simple document (usually no more than four pages) which includes basic information such as the name of the chapter, its general purposes, an initial board of directors, etc. The applicable Ministry or Secretary of State's office may have forms that can be easily followed.

Whether or not a chapter wishes to seek the assistance of an attorney in the incorporation process is a decision for each chapter. While incorporating is not a complicated procedure, if no one associated with the chapter has ever been through that process, it may be helpful to at least have some guidance. In order to reduce the legal fees, the chapter may want to prepare the Articles of Incorporation as best as it can prior to meeting with an attorney and simply have the attorney review that document and make any corrections or deletions. Most attorneys also have standard forms and they should not have to spend more than a few hours at the most on preparation and filing. In addition to legal fees, usually there is a filing fee of \$100 - \$250 (US) to file Articles of Incorporation.

Incorporation can be effected in a short period of time, often in 2-3 weeks.

It also should be noted that bylaws, while required by INNVA, need not be filed with a Ministry, Secretary of State, or other government agency.

V. Registered Agent

All corporations must have a registered agent. This person is the official “contact” of the corporation for communications from the State and other third parties. For example, annual report forms (see section IX) are sent to this person.

While the role of a registered agent is largely passive and rarely burdensome, it is very important. Significant documents, including notices of lawsuits, often are transmitted to the corporation through the registered agent. If the individual originally designated as the registered agent ceases involvement with the chapter, but the Ministry or Secretary of State is not notified of a replacement, these vital documents can go undelivered to the chapter, with potentially adverse consequences.

Therefore, chapters should be conscientious in ensuring the registered agent position is held at all times by someone who is responsible and is active in the chapter. As an alternative, there are companies that, for a fee, will serve as registered agents. These companies have the advantage of not being as transient as individuals.

VI. Employer Identification Number/Business Number

Every chapter must have a taxpayer number, referred to in the U.S. as an employer identification number (EIN) and as a business number (BN) in Canada, even if it has no employees. This is particularly important with respect to opening and maintaining a bank account. In addition to the fact that most banks now require organizations to have an EIN/BN before they will open an account and process checks for the organization, even absent such a requirement, the only alternative to an EIN/BN would be to use the social security number of one of the officers of the chapter. The disadvantage with this approach is that the bank will consider all funds to be funds of that individual, and will report this to the Internal Revenue Service (or Revenue Canada) for tax purposes, resulting in potential tax liability as an individual.

In addition, disputes as to the ownership or control of chapter funds may arise if an individual's social security number is used.

An EIN can be obtained by filing the IRS Form SS-4, which is available from the Internal Revenue Service, including in downloadable form from the IRS website, www.irs.treas.gov. A local Revenue Canada office should be contacted to apply for and obtain a BN.

VII. Tax-Exempt Status

INNVA is a nonprofit organization. That is, unlike business corporations, its goal is not to generate dividends for stockholders. Certainly INNVA makes every effort, and is legally permitted, to have excess revenues over expenses. That is, INNVA may make a “profit.” The term “nonprofit” technically means that an organization has no shareholders, and it does not distribute any profits to shareholders, investors, or other individuals in the form of a dividend.

However, INNVA is not exempt from taxation. INNVA is a taxable corporation. This is because the U.S. Internal Revenue Service has taken the position, and has been upheld by the courts, that users groups generally are not eligible for exemption, either as business associations or as educational organizations.

U.S. Chapters may certainly attempt to obtain tax-exempt status from the Internal Revenue Service, and, in fact, some have done so successfully. This is a decision for each chapter to make on its own. Unlike in the incorporation process, discussed above, in which the assistance of an attorney may or may not be necessary, it is definitely recommended with respect to filing for tax-exempt status. This can be a complicated process, and necessitates an attorney who is familiar with the various rules and regulations. Before hiring an attorney, chapters are encouraged to ensure that the lawyer has a familiarity with tax-exempt organizations. Also, it would be prudent to obtain an opinion as to whether or not exempt status is likely to be achieved, prior to going through the application process. From a cost standpoint, a chapter should expect to spend as much as \$3,000 in legal fees, plus a \$500 “user fee” to the IRS, for an exemption application to be prepared and submitted.

While an application typically can be prepared and filed within a few weeks, the IRS can take several months to act on an application.

Canadian chapters may be tax-exempt, and should refer to Revenue Canada's Interpretation Bulletin IT-496, entitled “Non-Profit Organizations” to determine eligibility if tax-exempt status may be obtained.

VIII. Other Taxes

Those Chapters seeking income tax-exemption may also wish to do on the State or Provincial level. The procedures for doing so vary widely, so the relevant State/Provincial taxing authority should be contacted for guidance and forms. In most U.S. jurisdictions, exemption under federal law is required prior to filing for State or local exemption.

In addition to exemption from income tax, chapters may want to explore property or sales tax exemption, though this is probably not available in most U.S. states. In Canada, a nonprofit organization

must register for the Goods and Services Tax (GST) if it provides taxable goods and services in Canada, and worldwide revenues from taxable sales for the prior twelve months exceed \$30,000.

IX. Tax Returns

All U.S. chapters not exempt from taxation are required to file corporate income tax returns on an annual basis. This requirement holds true regardless of the magnitude of the chapter's income and expenses. For smaller chapters, this is not a difficult process and can be completed with a minimum expenditure of time. Its importance is much greater than its complexity. The procedure for this filing under federal law requires the chapter to secure an IRS Form 1120 (U.S. Corporation Income Tax Return) and to complete it with all appropriate information by the 15th day of the third month following the close of the fiscal year.

For chapters that are exempt from federal income taxation, no return needs to be filed unless the average gross revenue is \$25,000 annually. If this threshold is met, then the proper form is the Form 990. Of course, since no taxes are due, this is an "information" return as opposed to an income tax return.

There are also State tax filing requirements for both taxable and tax-exempt organizations as well.

In most instances a nonprofit organization in Canada is not required to file the annual Nonprofit Organization Information Return (T-1044E). However, if a chapter has income from interest, rents or royalties in excess of \$10,000 and assets in excess of \$200,000, then a return must be filed. Also, if a chapter has filed information returns in the past, then it probably should continue to do so.

It is important to be aware that INNUA does not prepare or file tax or information returns for its chapters. This responsibility resides with chapter officers acting on behalf of their individual chapters. There can be significant penalties for failure to file returns or for filing late returns, so this is one obligation that cannot be ignored.

X. Other Filing Requirements

In addition to tax filings, chapters that are corporations will be required to file an annual report with the appropriate State agency, usually the Secretary of State. This is usually a simple form that requests basic information, such as the names and addresses of the chapter officers and directors.

It is standard as well for States to require that a modest annual fee (usually around \$100) accompany the annual report when filed.

While completing and filing the annual report is not burdensome, it is important. Failure to do so can result in the corporate status of the chapter – and the protection and benefits such status affords – being revoked.

XI. Liability Insurance

There are two kinds of insurance relevant to chapters.

One is officers and directors insurance. This protects chapter officials from personal liability based on their work as officers or directors of the chapter, including for breach of fiduciary duty.

The second type of coverage is general liability. This protects the chapter itself from claims.

Chapters definitely should "shop around" for insurance and ask prospective agencies if they are engaged in insuring nonprofit associations.

Within one year of becoming affiliated with INNUA, each chapter must secure general liability insurance in an adequate amount. Chapters should consult with their Regional Directors regarding the availability of obtaining insurance through a Regional policy.

XII. Bonding

Bonding is a specialized kind of insurance that protects the chapter in case of misuse or mishandling of funds by "insiders", typically officers and directors. Bonding is usually offered by the same insurance carriers that offer liability insurance. Any officer who is responsible for handling chapter funds probably should be bonded, such as an officer who signs check requests, signs checks, or is otherwise directly responsible for the chapter's finances. Again, INNUA suggests that chapters seek out insurance carriers who are familiar with the work and needs of professional associations on the local, state, and/or national levels.

XIII. Recordkeeping

There are five general categories of records that should be maintained by a chapter.

1. Corporate records. These include articles of incorporation; bylaws, including all amendments; minutes of all board of directors, executive committee, and membership meetings; and all annual reports filed with the State (see section IX). These records should be kept on a permanent basis.

2. Tax records. These include all tax or information returns, as well as any correspondence with the IRS or State or local taxing authorities. If a chapter has obtained tax exempt status, then all documents related to that process, including the application and favorable determination letters from the IRS and other taxing authorities, should be maintained. As with corporate records, tax information should be maintained on a permanent basis.

3. Financial records. Budgets, balance sheets, financial statements, bank statements, and canceled checks should be maintained for at least seven (7) years.

4. Insurance records. Policies should be kept on a permanent basis. Document related to claims should be maintained for six (6) years following resolution of a claim.

5. Contracts. Written contracts, such with a meeting facility, should be retained for at least three (3) years following termination or completion of the contract.

XIV. Publishing

Most chapters publish their own newsletter or other informational piece that is distributed to the members on a regular basis. Some also have their own websites. There are three basic legal issues that chapters should be aware of in connection with these activities.

The first is copyright. Generally speaking, a chapter may not reproduce, in print or online, materials previously published in other forms, such as a magazine article, without express written permission to do so.

A second concern is defamation. Statements that are critical of an individual or company can be harmful and considered libelous. Extreme caution must be exercised in this regard.

Finally, chapters that accept advertising in their publications or on their website should not do so in an arbitrary, discriminatory, or anti-competitive manner. That is, as a general rule, anyone wishing to advertise should be permitted to do so.

XV. Antitrust

Central to the economic philosophies of the U.S. and Canada is faith in the value of competition. Free competition is believed to provide the best allocation of economic resources: the highest quality products at the lowest prices, thus offering the greatest material gain to the greatest number of people. The purpose of antitrust law is to preserve and promote free competition.

As a general rule, antitrust laws prohibit agreements that are deemed to prevent or hinder free competition in business. The most obvious example of illegal antitrust activity in this regard is price fixing, typically in the form of an agreement by suppliers of a particular kind of product as to the price they will charge for that product, rather than allowing the market to determine price and rather than competing with each other with respect to price.

While illegal price fixing conspiracies usually occur among suppliers, they also can occur among users. For example, if users of a particular product agree, explicitly or tacitly, that they will not pay above a certain amount for the product, this would be illegal.

In fact, any agreement or other cooperation among users of a product with respect to the terms upon which they will purchase the product would be an illegal conspiracy. This would include threatened or actual boycotts as well. A "boycott" is a refusal to deal with a particular supplier or refusal to purchase a supplier's product, unless the supplier accedes to certain demands.

Another area of antitrust concern with respect to associations in particular is in dealing with members. For example, expulsion or other discipline of a member, except for objectively reasonable grounds such as failure to pay dues or failure to meet the membership criteria, can be viewed as being anti-competitive and an attempt to harm that member. Likewise, favoring certain suppliers, (or disfavoring certain suppliers), with respect to attendance or participation at meetings, or with respect to advertising or exhibiting, can raise serious antitrust concerns and should be avoided by the chapter.