



**Women's Capital
CONNECTION**

2014 Membership Agreement

The Women's Capital Connection (WCC) facilitates the introduction of entrepreneurs to potential investors through presentations and other mechanisms. WCC consists of individual angel investor members and certain non-accredited investor members interested in financing privately held companies or venture typically in an early stage of development. Membership in WCC is a privilege, which is subject to renewal, revocation, or termination for a member's failure to conduct himself or herself in a manner consistent with WCC's Membership Agreement and Code of Conduct.

Qualifying individuals are invited to consider becoming members of WCC. Membership is at the discretion of WCC's Membership Committee and is subject to annual renewal, non-renewal, revocation or termination by WCC's Membership Committee. Members of WCC will automatically become members of the Mid-America Angel investor group in addition to WCC.

Process for Membership Qualification:

- All new members (and renewing members) must complete this Membership Agreement.
- Applications must be forwarded by mail to Women's Capital Connection at the address noted below.
- The Membership Committee will review all applications for membership. Your payment by check will be held for processing until after your membership has been approved.
- WCC membership may be terminated or membership revoked at the discretion and determination of WCC's Membership Committee, should it be determined that a WCC member has breached any term of WCC membership. A member will be notified in writing by the Membership Committee of the intent to terminate or revoke membership, and the on-notice member shall have thirty (30) days in which to submit a written response to the Membership Committee, should the member deem his/her actions or inactions do not warrant or qualify for termination or revocation of membership. The Membership Committee shall consider, in good faith, such on-notice member written response within sixty (60) days. The decision of the Membership Committee is final.

Name: _____

Mailing Address: (H) or (W) _____

City, State & Zip: _____

Preferred Phone: (Cell/Work/Home) _____ Alternate Phone: _____

Email: _____



Verification of Accredited Investor Status. I agree that (SELECT ONE):

- If my membership application is accepted, I will be an “**Accredited Investor Member**” meaning that I am an accredited investor as defined under Rule 501 of the SEC regulations, which defines the same as: “Any natural person whose individual net worth or joint net worth with that person’s spouse at the time of his or her purchase exceeds \$1,000,000 (not including the value of a primary residence); “OR” Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year.”

OR

- If my membership application is accepted, I will be an “**Apprentice Member**” meaning that I am not an accredited investor as defined in Rule 501 of the SEC regulations, but I am interested in angel investing, and anticipate I will reach accredited investor status in the next few years. I understand that, at this time, Apprentice Members are not eligible to make investments.



To Qualify For Membership, I Agree That:

For Accredited Investor Members Only:

- I have such knowledge and experience in financial and business matter to be capable of evaluating the relative merits and risks of any investment.
- I understand membership in WCC also affords me the opportunity to participate in the Mid-America Angel network (MAA) and all membership rules and agreements are the same as WCC.
- I plan to make investments.

For Accredited Investor Members and Apprentice Members:

- I agree to abide by the terms and rules of WCC's Membership Agreement, Code of Conduct and By-laws.
- I understand the WCC and MAA are not venture funds, investment banks, broker/dealers, investment clearinghouses, investment portals, or any other form of investment advisory or otherwise, and are not registered with the Securities and Exchange Commission or any state securities commission.
- I must conduct my own analysis and due diligence to determine the appropriateness of any investment I make in any company to which I am introduced through WCC and/or MAA. As a result, I recognize and agree that neither WCC, MAA nor its representatives or agents, are responsible or liable for any investment decision I make as a result of being a member of WCC. The choice to use and the manner of utilization of information and knowledge gained through WCC and MAA is my individual and personal choice.
- I understand that any purchase of equity or other investment transaction shall be directly with the respective company.
- I understand that any WCC meetings are not an offer to sell or solicitation to buy any security by WCC or any other entity.
- I agree to pay the annual membership dues as set by WCC.
- I plan to participate in due diligence, and attend member meetings.

Membership Code of Conduct



- I will conduct myself in a professional manner at all times.
- I will respect the privacy of other members and not provide their name to any third party without their permission.
- I will keep membership information confidential.
- I understand and recognize that WCC meeting and communications are focused on investment pursuits and will not solicit another member for business.
- I will disclose to the group any relationship I have or may have had with a presenting company, including any personal gain I may receive from the company.
- I agree not to negotiate what are commonly referred to as “side deals” or “backroom deals” with any entrepreneur or company under consideration for investment. Any investment that is not fully disclosed to, is detrimental to, or excludes other WCC members would fall into this category. I understand that this type of behavior is grounds for immediate termination of my WCC membership.

Disclaimer

WCC and MAA are not venture funds, investment banks, broker/dealers, investment clearing-houses, or investment advisors, but rather forums in which investors may be educated on aspects of investment and business, as well as introduced to companies for possible investment. WCC/MAA are not registered with the Securities Exchange Commission or any state securities commission. Each member of WCC/MAA is responsible for his/her own investment decision, and WCC/MAA is not recommending any particular company for investment. All investments in entrepreneurial companies involve a high degree of risk, and investors should be able to bear the risk of complete financial loss. The choice to use and manner of utilization of information and knowledge gained through WCC and MAA is each member's individual and personal choice. No guidance shall be given, nor shall any person affiliated with WCC or MAA (or WCC/MAA itself) be responsible for an individual member's use of the information, investment decision, or the results of any investment. Hence, WCC and MAA make no representations or warranties regarding these companies. Investors must conduct their own due diligence and negotiate the terms of any investment they elect to make.

Please forward to:

Women's Capital Connection
8527 Bluejacket Street
Lenexa, Kansas 66214



Read, understood and agreed to by:

Submitting Applicant Signature

Date (month/day/year)

Please submit this membership agreement with annual membership dues of \$1500.00 for Accredited Investor Members or \$500 for Apprentice Members. **Please make check payable to The Women's Business Center.** Your check will not be cashed unless and until your application for membership has been accepted.

For Accredited Investor Members Only: I desire to receive email correspondence for deal flow and meetings from the Mid-America Angels in addition to the Women's Capital Connection.

_____ Yes

_____ No