

BUSINESS BUILDERS BYLAWS

ARTICLE I - Name

The Organization shall be known as Business Builders.

ARTICLE II - Purpose

Section 1: Business Builders is an organization of business persons dedicated to the ideals of bettering the respective careers through the exchange of social and professional contacts.

Section 2: A Business Builders tip is an introduction to a person who is looking for a members product or service.

Section 3: The goal of this organization shall be to expand the business contacts.

Section 4: This organization shall not be used in any way for political purposes.

ARTICLE III - Membership and Classifications

Section 1: The general membership is to be composed of an active group of local business people whose primary nature of business is not in direct competition with the primary nature of business of other Business Builders members. Membership is selective. There shall be only one member allowed in each business category, all business category conflicts will be resolved by the Board of Directors. A member may only control one category.

Section 2: (a) The active membership of this organization shall consist of men and women of good character and community standing residing or having business interest within the Tri-Valley area. Each member is entitled to one vote.

(b) A member may only control one occupation and must work full time in that occupation.

(c) Acceptance of membership is determined by a written vote of the general membership. Prospective members shall attend two regular meetings prior to submitting an application for membership. Once submitted, the application and business profile will be presented to the general membership for discussion and voting. Any objections or conflicts must be resolved by the Board of Directors, either during the general meeting or at an ad hoc board meeting. The Board may request additional information from the prospective member prior to making a final decision. Once the conflict is resolved, the application will be voted on by the general membership. There can be no proxy or absentee votes.

Three no votes shall be sufficient to deny applicant membership, unless there are more than

thirty members in the organization. If there are more than 30 members, then the actual number of members shall be computed as of the beginning of the quarter in which the vote was taken. Ten percent (10%) of that number shall be required to vote no to deny the applicant membership. (Example: the organization has 57 members as of the beginning of the quarter. It will then take 10% of that number, or 5.7 votes. Since there can be no fractional votes, the number is rounded down to 5 votes to deny membership).

Name and telephone number must appear on all NO votes. The only exception to the accepting of the no votes as final, is when the Board of Directors decides, in a quorum vote, that the no votes were for the purpose not consistent with the well being of Business Builders or discriminatory in nature.

Applicants shall submit a check in an amount equal to the membership initiation fee with their application.

(d) Speak Off - If two or more people apply for the same business category a speak off will occur prior to final balloting. A five minute presentation by each person will be required. Ballots will be passed and the person receiving the majority of written votes will become the new member. Inspections and membership checks must be completed prior to the speak off.

(e) An alternate may represent a member. The alternate must be approved by the Board of Directors in writing. An alternate may represent the member only ten (10) times per year. The alternate described above cannot hold office or committee positions and has no voting rights.

(f) Individual memberships are non-transferable and cannot be sold.

(g) Any overlap in business category or conflict of primary business interests among current members will be resolved by the Board of Directors, through a majority vote, quorum required.

(h) Membership shall be owned by the individual or the company which is listed on the application. If the individual or company leaves Business Builders, membership rights are forfeited.

(i) If the individual member changes the company or category which he represents, the Board of Directors shall have the right to approve or disapprove the new company or category.

(j) If the Company owns the membership and changes members, the category shall be opened and the membership shall approve or disapprove the new member and the company shall be advised in writing.

(k) Company memberships are terminated if the company is sold. Membership is not transferable to the new owners. New owners may apply for membership and pay the

membership fee.

Section 3: Members may request a leave-of-absence under the following conditions:

1. The request must be in writing;
2. The individual must have been a member for at least 6 months;
3. Annual dues shall be paid through the requested leave of absence period;
4. Attendance requirements are met prior to the request for a leave of absence;
5. The approval of all leaves/extensions are to be approved by the Board of Directors.

ARTICLE IV - Termination of Membership

Section 1: Members are required to sign and abide by the following commitments:

1. Always have a fellow member satisfy my business or personal needs whenever possible.
2. Any member who misses three (3) meetings in a calendar quarter may be subject to termination, at the discretion of the Board of Directors.
3. Any member who does not provide at least six (6) business leads in a calendar quarter may be subject to termination, at the discretion of the Board of Directors.
4. Membership dues are non-refundable.

Section 2: Any member being in arrears in the payment of annual or quarterly dues, which are due on the 1st and delinquent on the 5th, shall be notified in writing by the Secretary. If payment is not received within fifteen (15) days of the written notice, membership will be terminated. Such member, upon payment of arrears and upon making written application for reinstatement to the Board of Directors, may by a majority vote of the general membership (a quorum is required) have the membership reinstated.

Section 3: All members are expected to act in a professional and ethical manner. Any allegations of misconduct will be investigated by the Ethics Chairman, and reported to the Board of Directors. The board may terminate members found to be engaging in the following activity:

1. Any conduct that brings the organization into public disrepute, or violates the purpose for which this organization is formed.

2. Any willful failure or refusal to abide by the articles, bylaws or rules of this organization.
3. Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these bylaws.
4. Any willful failure or refusal to abide by the Code of Ethics and the Commitment Article IV, Section 1.
5. Conviction of any felony or any crime involving moral turpitude.
6. The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of auditors, or the doing or performing of any act constituting bankruptcy or insolvency, of such act or petition or thing is not cleared up and released in thirty (30) days.
7. Any conduct unbecoming of a professional person or which causes severe embarrassment, either personally or in the business community, to any member,

or

8. Engaged in personal or professional misconduct or breach of the Code of Ethics of this organization of such a serious nature as to render his/her continued presence as a member of the organization personally or professionally obnoxious or detrimental to the other members of the organization.

Section 4: The Board of Directors shall review all violations of Section 3. Any and all alleged violations of these provisions shall be in writing and addressed to the President, unless the President is the alleged violator, in which case the writing shall be addressed to the Vice President.

1. If the President is the alleged violator, then the Vice President along with two other board members will investigate the alleged violation.
2. The Board of Directors will abide by the code of ethics as stated in Section 3 when conducting the investigation. A copy of the bylaws will be provided to the Board Members and to the alleged violator.
3. If a Member of the Board of Directors is an alleged violator, then the President, along with the balance of the Board of Directors will investigate the alleged violation.
4. A written report will be issued within ten (10) days and the Board of Directors will decide the appropriate action. If the alleged violator is a Director and balance of the Board is tied as a verdict, then the case will be submitted to the membership for decision.

5. All rights of the subject member in the organization or in its property shall cease upon expulsion.

ARTICLE V - Officers

Section 1: The Officers of this organization shall be a President, Vice President, Secretary and Treasurer who shall be elected annually. Officers may hold an office for not more than two consecutive terms or until their successors are duly elected or appointed as provided by these bylaws. In the event that any office becomes vacant, the vacancy shall be filled by the Board of Directors.

Section 2: President shall serve as executive officer of the organization, preside at all meetings of the membership, be an ex officer member of all committees, exercise general supervision over affairs of the organization, perform such other duties as are ordinarily incumbent upon a President and Report to the Board of Directors.

Section 3: The Vice-President shall perform such duties that are ordinarily incumbent upon the Vice President and such other duties as may be assigned by the President or the Board of Directors.

Section 4: The Secretary shall keep and maintain the minutes of the meetings of the Board of Directors and business meetings, and shall conduct all correspondence as may be required by the President or the Board of Directors and shall generally perform such duties that are ordinarily incumbent upon a Secretary. Such duties will include taking attendance at all weekly meetings and socials.

Section 5: The Treasurer shall keep and maintain records of all financial actions of the organization which shall include all records of membership initiation fees, dues, fines and all monies collected and distributed. The Treasurer shall prepare monthly statements for review by the members and Board of Directors and generally perform such duties that are ordinarily incumbent upon a Treasurer.

ARTICLE VI - Directors

Section 1: The organization shall be governed by the elected Board of Directors. The membership of the organization may remove any officer, Board member or committee person and appoint the replacement by 75% vote of the membership.

Section 2: There shall be a Board of Directors that shall consist of a President, Past President, Vice President, Secretary, Treasurer, Membership Director and Publicity Director to be elected by the membership, all of whom shall have the right to vote. The President shall preside over the Board of Directors and be the Chairman of the board. In the event of a Directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors, and such appointee shall serve the remaining term of the individual being replaced. Each Director shall be an active member in good standing.

Section 3: The Board of Directors shall have control and management of the organizations activities, determine all policies, discipline members and generally supervise the affairs of the organization.

Section 4: The Board of Directors shall meet once a month. A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those present (quorum required) shall be necessary to give effect to any action of the Board.

ARTICLE VII - Election Procedure

Section 1: The election of officers and directors shall be held at a regular meeting on or before the 15th day of November of each calendar year.

Section 2: Voting shall be by written ballot and shall not be cumulative. There shall be no voting by proxy or absentee ballots.

Section 3: On or before the 1st day of October of each calendar year, the President shall appoint a committee to be known as the Nominating Committee. This committee shall consist of not less than (3) members other than the Board of Directors. The President shall designate the chairperson of the committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare the ballot for the election of such officers and directors.

Section 4: On or before the 15th day of October of each calendar year, the Nominating Committee shall submit a list of nominees. Additionally, nominations can be submitted from the floor during a regular meeting of the organization. Nominations may be made for any office and will be added to the list submitted by the Nominating Committee and shall then be the list of nominees submitted to the organization for the election of officers and directors.

Section 5: On or before the 1st day of November of each calendar year, the President shall appoint a committee to be known as the Committee on Elections, consisting of not less than (3) members. The duties of this committee shall be to distribute, collect and count the ballots and report the results to the President who shall announce the results to the organization. A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot does not show a majority for any nominee for a particular office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

Section 6: In the case of a vacancy of the Office of President, the Vice President shall succeed to the office. In the case of a vacancy of any other Board member, the vacancy shall be filled by appointment of the Board of Directors.

Section 7: In the event, after the election and prior to installation, of disability or inability of an officer - designate or director, the vacancy shall be filled by the newly elected Board of Directors.

Section 8: Only members in good standing shall be eligible to hold office and vote.

ARTICLE VIII - Meetings

Section 1: This organization shall hold a weekly breakfast meeting starting at 7:16AM on such day and place as may determined by the Board of Directors. The organization may hold such other meetings as the Board of Directors may desire. All regular organization meetings, except for special events, shall be held within the territorial limits of the organization. The regular weekly breakfast meetings shall end at 8:31 AM except on special occasions as approved by the Board of Directors. There shall be 2 Greeters, and 2 Speakers each week unless approved by the Board of Directors or membership.

Section 2: Badges shall be worn at all weekly meetings.

ARTICLE IX - Revenue

Section 1: Each new member of the organization shall pay a membership fee prior to becoming a member. The membership fee is non-refundable unless the applicant is refused membership.

Section 2: Annual renewal fees shall be due yearly.

Section 3: A member shall be regarded in good standing if he or she is not more than (14) days in arrears in payment of any indebtedness.

Section 4: The fiscal year of the organization shall be from September 1st of each year until August 31st of the next year.

Section 5: The amount of the quarterly meal dues shall be set by the Board of Directors.

ARTICLE X - Committees

Section 1: The Board of Directors shall determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of the organization.

Section 2: The President shall immediately following his election, appoint a Sergeant at-arms, the chair persons and members of all committees and shall announce such appointments not later than December 12th.

Section 3: The Board of Directors shall promote at least two socials per year with members and spouses. Under no circumstances shall the organization sell liquor to members or guest. The social may replace the weekly breakfast meeting at the discretion of the President.

Section 4: The Secretary shall take attendance at each meeting and promote a full attendance at all organization meetings. The Vice President shall personally communicate with members whose attendance is unsatisfactory for the purpose of improving the members attendance record.

Section 5: The Membership Director shall promote and encourage the growth and retention of membership of the organization.

Section 6: The Publicity Director shall publicize the activities of the organization and other events in the community which may benefit the organization.

Section 7: The Ethics Committee, headed by a chairperson, will be composed of two members of the Board of Directors as appointed by the President.

Section 8: The Program Chairperson shall schedule Greeters, and Speakers as instructed by the Board of Directors.

Section 9: The Tipmaster shall provide tip forms to be used by members at all meetings. The Tipmaster shall keep a record of all tips.

Section 10: The Sergeant at Arms shall keep order at the meetings, including keeping time and enforcing the payment of fines.

ARTICLE XI - CONTRIBUTIONS

Section 1: Contributions, as defined in points 1 thru 7 are assessed at the morning meeting and must be paid within 24 hours after the meeting. Nonpayment can result in immediate loss of membership. IOU'S are unacceptable.

1. No Tip:	\$1.00
2. Late to Meeting:	\$1.00
3. Failure of Greeter to arrive by 6:45 am:	\$1.00
4. Absence at meeting:	\$1.00
5. No Show at Socials:	\$5.00

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| 6. Delinquent Dues: | \$10.00 |
| 7. No guest in a quarter: | \$20.00 |

Section 2: Contribution amounts may be changed at the discretion of the Board of Directors.

ARTICLE XII - Miscellaneous

Section 1: Any person who is proposed and accepted for membership in this organization shall be deemed to have accepted these bylaws and subsequent changes, and shall be bound to them in all respects.

ARTICLE XIII - Amendments

Section 1: Any amendment to these bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of the organization, a quorum being present. Written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting. In this respect, the name of this organization shall not be changed without the prior consent of the membership. There shall be no voting by proxy.