

# **BUSINESS BUILDERS USA BYLAWS**

## **ARTICLE I - Name**

The Organization shall be known as Business Builders USA.

## **ARTICLE II - Purpose**

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

**Section 2:** A Business Builders USA 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 member's business contacts.

**Section 4:** This organization shall not be used in any way for political, legislative, or religious purposes.

**Section 5:** A fellow member shall satisfy my business or personal needs whenever possible.

## **ARTICLE III - Membership and Classifications**

**Section 1:** Membership is selective. The 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 USA members. 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.

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

b. 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.

c. Acceptance of membership is determined by a written vote of the general membership. There can be no proxy or absentee votes. 3 no votes shall be sufficient to deny applicant membership, unless there are more than 30 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 USA or discriminatory in nature.

d. Speak Off - If two or more people apply for the same business category a speak off will occur prior to final balloting. A 5 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 fees & dues 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 five (5) times per fiscal year. The alternate described above cannot hold office or committee positions and has no voting rights.

f. Memberships are non-transferable and cannot be sold.

g. Membership shall be owned by the individual which is listed on the application.

h. If the member seeks to change the represented category, the membership shall approve or disapprove the new company or category.

**Section 2:** Members may request a leave-of-absence from the Board of Directors under the following conditions:

a. The request must be in writing and not to exceed three (3) months.

b. The individual must have been a member for at least 6 months.

c. Annual dues shall be paid through the requested leave of absence period.

d. Attendance requirements are met prior to the request for a leave of absence.

e. At the conclusion of the leave of absence, if the member is not able to resume their membership, the membership shall be forfeited. The member may reapply for membership. The initiation fee will be waived if the member requests to join within one (1) year of termination.

**Section 3:** Any person who is accepted for membership in the organization shall be deemed to have accepted these bylaws and subsequent changes, and shall be bound to them in all respects.

## **ARTICLE IV - Termination of Membership**

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

- a. Any member who misses three (3) meetings in a calendar quarter may be subject to termination, at the discretion of the Board of Directors.
- b. 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.
- c. Failure to pay dues and fees on time, unless the Board of Directors finds exceptional circumstances.

**Section 2:** All members are expected to act in a professional and ethical manner. The board may terminate members found to be engaging in the following activity:

- a. Any willful failure or refusal to abide by, the Bylaws and rules of this organization.
- b. Any willful failure or refusal to pay dues or fines levied pursuant to the provisions of these Bylaws.
- c. Conviction of any felony or any crime involving moral turpitude.
- d. Engaging in personal or professional misconduct of such a serious nature as to render the member's continued presence as a member of the organization personally or professionally obnoxious or detrimental to the organization, or the members of the organization.

**Section 3:** Any alleged violation of these provisions shall be in writing and submitted to the Board of Directors. The Board of Directors shall review all violations. The Board of Directors will decide the appropriate action.

## **ARTICLE V - Officers**

**Section 1:** The Officers of this organization shall be President, Vice President, Secretary, and Treasurer who shall be elected annually. A term shall be January 1 through December 31. Officers may hold an office for not more than two full consecutive terms. 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 a member of all committees, exercise general supervision over affairs of the organization, perform such 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 a Vice President and such duties as may be assigned by the President of the Board of Directors. The Vice-President shall take attendance at each meeting, promote full attendance at all organization meetings, and collect fines.

**Section 4:** The Secretary shall take and maintain the minutes of the meetings of the Board of Directors, and shall conduct all correspondence as may be required by the President or the Board of Directors and shall generally perform such duties as are ordinarily incumbent upon a Secretary. The Secretary shall have the responsibility to keep minutes, financial records, tip reports, and attendance reports for three years. Membership applications shall be kept until the membership is terminated.

**Section 5:** The Treasurer shall prepare 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 by a simple majority vote of the membership.

**Section 2:** The Board of Directors 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 that a position becomes vacant, the Board of Directors shall appoint a member to serve the remaining term.

**Section 3:** The Board of Directors shall control and manage of the organization's activities, determine all policies, discipline members and generally supervise the affairs of the organization.

**Section 4:** The President shall call a meeting at least once a quarter. 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.

**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 Past President shall serve as Tipmaster and shall provide tip forms to be used by members at all meetings. The Tipmaster shall keep a record of all tips, through the end of the quarter.

## **ARTICLE VII - Election Procedure**

**Section 1:** On, or before October 1<sup>st</sup>, the President shall appoint a committee to be known as the Nominating Committee. This committee shall consist of not less than (2) members that are not on the Board of Directors. The President shall designate the chairperson of the committee. The committee shall make nominations, with the consent of those nominated, and to prepare the ballot for the election of such officers and directors. Only members in good standing shall be eligible to hold office and vote.

**Section 2:** On, or before October 15, the Nominating Committee shall submit a list of nominees. Additionally, nominations can be submitted from the floor during the regular meeting of the organization.

**Section 3:** The election of officers and directors shall be held at a regular meeting, on or before, November 15. Voting shall be by written ballot. There shall be no voting by proxy or absentee ballots.

**Section 4 :** 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 by the Board of Directors.

**Section 5:** In the event, after the election and prior to installation, of disability or inability of an officer - designate or director to serve, the vacancy shall be filled by the newly elected Board of Directors.

## **ARTICLE VIII - Meetings**

**Section 1:** This organization shall hold at least two (2) meetings a month starting at 7:16AM on such day and place as determined by the Board of Directors. There shall be a Greeter and a Speaker, at each meeting, unless excused by the Board of Directors or membership.

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

## **ARTICLE IX - Revenue**

**Section 1:** Each applicant of the organization shall pay an initiation fee, a pro-rated annual membership dues, and pro-rated meal fees on becoming a member.

**Section 2:** The Board of Directors shall determine the amount of all fees, dues, and fines.

**Section 3:** Annual dues are due at the 1<sup>st</sup> meeting of September and are delinquent if not paid by the 2<sup>nd</sup> meeting of September. If not paid, the member shall be notified in writing by the Board of Directors that their membership is terminated effective the 1<sup>st</sup> meeting of October, unless the Board of Directors finds exceptional circumstances, or the delinquent annual dues, and late charges, are paid.

**Section 4:** Quarterly dues are due at the 1<sup>st</sup> meeting of the quarter and are delinquent if not paid by the 2<sup>nd</sup> meeting of the quarter. If not paid, the member shall be notified in writing by the Board of Directors that their membership is terminated effective the 3<sup>rd</sup> meeting of the quarter, unless the Board of Directors find exceptional circumstances or the delinquent quarterly dues, and late charges, are paid.

**Section 5:** The fiscal year of the organization shall begin September 1.

#### **ARTICLE X - FINES**

**Section 1:** Fines are assessed at the breakfast meetings. The Board of Directors will determine fines for the following:

- a. No Tip.
- b. Late to Meeting.
- c. Failure of Greeter to arrive by 6:45 a.m.
- d. Absence at meeting.
- e. No badge at meetings.
- f. Delinquent Dues.
- g. No guest in a year.

#### **ARTICLE XI - Miscellaneous**

**Section 1:** The Board of Directors shall appoint persons to perform duties as needed.

**Section 2:** The Board of Directors shall promote at least two socials per year with members and spouses. The social may replace a meeting.

**Section 3:** The Program Chairperson shall schedule Greeters, and Speakers as instructed by the Board of Directors.

#### **ARTICLE XII - Amendments**

**Section 1:** Written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting. Any amendment to these bylaws may be adopted by two-thirds (2/3) vote of the total membership.

Approved by the general membership and effective as of: \_\_\_\_\_.

TITLE	NAME and SIGNATURE	DATE
-------	--------------------	------

President:	_____	
------------	-------	--

Vice-President:	_____	
-----------------	-------	--

Treasurer:	_____	
------------	-------	--

Secretary:	_____	
------------	-------	--

