

Business Networking of Woodbury Bylaws

Article I - - Purpose

Section 1: This is an organization of business people committed to the growth of their careers through individual professional development and the interchange of professional contact made and nurtured by the networking process. Each occupation is represented by one (1) member, and conflicts of interest are not allowed. It is policy to maintain a competitive process for the application of membership status so as to give all competitors in a given trade or industry an equal opportunity to vie for memberships. Business Networking of Woodbury herein may be referred to as “BNW,” “club,” “group,” or “organization.”

Section 2: Our basic goal shall be to expand each member’s business contacts through the networking process and the generation of “referrals”.

Section 3: A “referral” is defined as a qualified contact between either two members or a member and non-member which potentially leads to a business transaction.

Section 4: Business Networking of Woodbury shall hold weekly meetings, typically breakfast meetings, on such a day and place as shall be determined by the board members. The meetings shall feature a greeter, prompter, and headliner. Problems or complaints will not be aired at the regular meeting, but will be referred to the board of directors and addressed at a board meeting. The regular weekly meetings shall start at 7:30 AM and end at 8:45 AM.

Section 5: Badges shall be worn at all weekly meetings.

Article II - - Membership and Classification

Section 1: Members understand and acknowledge that by becoming a member they are forming an agreement with other members to conduct themselves and their activities in accordance with the terms and conditions of these bylaws.

Section 2: By joining, members agree not to bring any legal action against any other member or Business Networking of Woodbury, based on any claim arising out of or incidental to membership or group activities.

- (a) The active membership shall consist of men and women of good character and community standing, residing or having business interests in the general area. Each member shall have one (1) vote. BNW shall not discriminate among its members, nor deny membership based upon race, heritage, gender, age, disability, religion, or sexual preference.

- (b) An individual or business entity (referred to herein as a corporation) that pays the annual membership fee may own a membership.
- (c) In the case of a corporate membership, one specific individual will be the designated representative member of the corporation. The corporation may not change the individual member without approval of BNW. If a corporation owns the membership and wishes to change the representative member, the board of directors shall review this individual as a new applicant and advise the corporation of his/her membership status.
- (d) A corporate membership, having been a member of the group for at least 6 months, may choose to have an alternate person attend the weekly meetings. The alternate person must be voted in by a majority of the BNW general membership.
- (e) Occasionally, a slight overlap of occupations will occur and conflicts of interest may become apparent. In such a case, the prospective member must contact the existing member for discussion and clarification. Prospective member must then present this information with application in writing for review when voting.
- (f) Prospective member may attend two (2) meetings and then submit an application (with payment) to the membership chairperson. A membership vote will be taken at the meeting following the application interview. A majority vote rules as to membership being granted.
- (g) A member shall pay a membership fee and annual membership dues. A member may represent only one (1) business category. Fees will be disclosed to every prospective member before he/she submits an application for membership.
- (h) If the individual member changes either employment or the business category that he/she represents, the member will reapply to BNW. The board of directors reserves the right to review the new employer and/or business category during this application process.
- (i) If a member wishes to appoint a temporary alternate, the alternate must apply and the board of directors shall review this individual for approval.
- (j) Leaves of absence will be granted on a case-by-case basis and must be reviewed and approved by the board of directors.

Section 3: Any member may resign provided that all of his/her indebtedness to the group has been paid. The resignation shall be submitted in writing to the board of directors and shall become effective when accepted by the board. Any advance dues or fees paid will not be refunded to the member.

Article III - - Termination of Membership

Section 1: Members are required to sign and abide by the “commitment” set forth on the application form.

Section 2: Any member who is delinquent in payment of dues and/or other financial obligations owed to BNW shall be notified in writing by the secretary and suspended. The member, upon payment of arrears, may be reinstated by a majority vote of the board or directors, quorum required.

Section 3: Suspension or expulsion. The group’s board of directors will suspend from membership for a period to be determined, or expel from membership, any member of BNW for:

- (a) Any conduct that brings the group into public disrepute or violates the purpose for which this group was formed.
- (b) Any willful failure or refusal to abide by the articles, bylaws, or rules of Business Networking of Woodbury.
- (c) Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these bylaws.
- (d) Any conviction of any felony or crime involving moral turpitude.
- (e) If a member misses any 3 meetings within 3 months, they will receive a warning letter. Upon missing a 4th meeting, the member will be brought before the board for review and possible termination.
- (f) Any professional misconduct or a breach of the bylaws of such a serious nature as to render his/her membership professionally damaging or detrimental to the other members.

Article IV - - Officers

The board of directors shall govern the membership.

There shall be a board of directors, which shall consist of the president, the most recent former president, the vice-president, the secretary, the treasurer, the sergeant of arms, and two (2) members, each of whom shall have the right to vote. The president shall also be chairman of the board of directors. Each officer shall be an active member in good standing and attend regular weekly meetings.

The board of directors shall have control and management of group activities, determine all policies, discipline members, and generally supervise the affairs of Business Networking of Woodbury.

The board of directors shall meet as needed. A majority of the board of directors shall constitute a quorum for the transaction of business, and a majority vote of those present shall be necessary to give effect to any action of the board.

Section 1: The officers shall consist of a president, vice-president, secretary, sergeant of arms, and treasurer. They shall be elected annually. Officers may hold one office until their successors are duly elected or appointed. In the event that any office becomes vacant for any reason, the vacancy shall be filled by the membership holding an election for the remainder of the term. In case of vacancy in the office of the president, the vice-president shall succeed to the office for the remainder of the term.

Section 2: The president shall serve as the executive officer, preside at all meetings of the membership, exercise general supervision, and perform other duties as determined by the board of directors. President shall appoint committee chairs, and is also responsible for scheduling monthly board meetings. Lastly, the president is responsible for delegating duties in the case of any other officer's absence during weekly meetings.

Section 3: The vice-president shall perform such duties that are ordinarily obliged and such other duties as may be assigned by the president or the board of directors. The VP is in charge of coordinating and overseeing committees, and shall assume the duties of president when the president is not in attendance.

Section 4: The secretary shall keep and maintain the minutes of all board of directors meetings and general group meetings, and shall conduct all correspondence as may be required by the president or board of directors. The secretary shall send a letter of warning to members when two (2) consecutive meetings have been missed. If a member misses three (3) consecutive meetings, the secretary must notify other board members. Secretary shall provide typed minutes of general meeting prior to start of the next general meeting. The secretary shall find a substitute if not able to attend a meeting.

Section 5: The treasurer shall keep and maintain records of all financial transactions, including all records of membership fees, dues, and social fund monies collected and disbursed. The treasurer shall prepare weekly and annual statements and perform such duties that are ordinarily obliged upon the treasurer. The treasurer is also responsible for paying the bills of the group. Social funds and membership funds are to be kept and recorded separately. Additionally, treasurer will record and provide report on referrals and membership renewals. Lastly, treasurer will review prior week's referrals to monitor business referred within the group.

Section 6: The sergeant of arms shall keep attendance records, check voicemail prior to each weekly meeting, notify the secretary when a member has been absent 2 consecutive weeks, notify other board members of a fellow member's 3 consecutive meeting absence, notify

President when it is time to call to order the start of the meetings, notify President when it is time to resume the meeting after a break, maintain order at all meetings, remind members of their social fund contributions, and monitor time for Prompter, Headliner, and 30-second commercials.

Article V - - Election Procedures

Section 1: At a regular meeting at least four (4) weeks prior to the date of the annual meeting, the president shall create a committee to be known as the nominating committee. This committee shall consist of an immediate past president and at least two (2) members other than the board of directors. The committee shall designate the chairman of this committee. The duties of this committee shall be to obtain nominations (with the consent of those nominated) and to prepare a ballot for the election of BNW officers and directors. The committee shall distribute, collect and count the ballots, and report the results to the president. The president will then announce these results. A majority of all votes cast shall be necessary to determine the choice of any officer to be elected.

Section 2: The nomination of officers and directors shall be held at a regular meeting three (3) weeks prior to the annual meeting, which is defined as the first regular meeting in March. At least three (3) weeks before the annual meeting, the nominating committee shall submit a list of nominees.

Section 3: Voting shall be held by ballot and shall be cumulative.

Section 4: The annual meeting of Business Networking of Woodbury shall be the first regular weekly meeting in March. Newly elected officers will be installed at this meeting.

Article VI - - Membership Fees

Section 1: Each new member shall pay a membership fee. The payment of said fee is to be a prerequisite to admission to membership, payable prior to becoming a member. The membership fee is refundable within thirty (30) days of joining less one-twelfth of membership fee and the value of any material consumed and any other expenses incurred. Membership fee is refundable in full if applicant is denied membership. Board of Directors will determine any exceptions.

Section 2: Dues shall be paid annually on the anniversary month of joining. A \$10.00 late fee will be imposed per month for nonpayment in the month due.

Section 3: A member shall be regarded in good standing if he/she is not more than thirty (30) days in arrears on payment of any indebtedness.

Section 4: The fiscal year of this organization shall be from March 1 to the last day of February the following year.

Section 5: If a member is terminated or resigns, no portion of annual dues will be refunded. No

exceptions.

Article VII - - Committees

Section 1: The president shall, immediately following his/her election, appoint or ask for volunteers for the chairpersons and members of all committees, and shall announce these no later than the second week following the election of officers.

Section 2: The Social Committee. The social committee shall promote outings with members and spouses or significant others. Specific events may include but not be limited to holiday parties, picnics, happy hours, bowling, etc. The committee is also responsible for the acknowledgement and recognition of significant occurrences and events. The Award of Excellence, which recognizes members that have gone above and beyond the duties of their membership, is also the responsibility of this committee.

Section 3: Membership Committee. Membership committee is responsible for the following: Interviewing new applicants and gathering all pertinent information during interview process. This information should be relayed back to the whole group by the next scheduled Wednesday AM meeting. Responsible for all follow up on guests/potential members, including postcards, phone calls, updating and maintaining membership directory, etc. Obtain feedback from individuals who choose not to join BNW in order to further improve the focus and quality of BNW's recruiting efforts. Proactive in developing new strategies to generate continued interest in new membership and recruitment. Membership committee shall target specific categories through mailings, phone calls, etc.

Section 4: Public Relations Committee. This committee is responsible for forwarding all press releases to any or all possible publications. Press releases should include 3-4 versions about BNW as well as releases on new members and newly elected board members. Responsible for revamping, updating, and monitoring BNW's web site. Public relations committee shall also develop and/or identify additional opportunities for Business Networking of Woodbury public exposure and involvement. Create programs to further BNW's relationships with major publications. Design marketing pamphlets and/or brochures.

Section 5: Nominating Committee. This committee shall obtain nominations, with consent of those nominated, and to prepare a ballot for the election of such officers and directors. Committee will review duties of positions with prospective nominees. Lastly, responsible for the distribution, collection, and counting of ballots.

Section 6: Budget Committee. Budget committee shall review current year profit and loss, and formulate the budget for the upcoming year.

Article VIII

Section 1: Social Fund contributions. These contributions are assessed at the regular meetings. The minimum contributions to BNW social funds shall be as follows:

1. No badge at meeting	\$ 2.00
2. No guest at meeting	\$ 0.50
3. No referral	\$ 2.00
4. Late to meeting/leave early	\$ 2.00
5. No show greeter, prompter, headliner	\$ 10.00
6. Greeter arriving after 7:15 AM	\$ 2.00
7. Unexcused absence from meeting	\$ 4.00
8. President starting late	\$ 2.00
9. Excused absence	\$ 1.00

NOTE: IOUs are not accepted

Article IX - - Miscellaneous

Section 1: Any person who is accepted for membership and joins BNW shall be deemed to have accepted these bylaws and the rules set forth in the materials given at application and shall be bound by them in all respects.

Article X - - Not-for-Profit Organizations

Section 1: Business Networking of Woodbury is organized and shall operate as a not-for-profit organization for personal and professional improvement and other similar non-profit purposes. Any income received shall be applied only to the non-profit purposes of the organization. No part of the income shall benefit any director, officer, or member.

Article XI - - Amendments

Section 1: Any amendment to these bylaws shall be effective if adopted by quorum vote of the members. No amendment which purports to modify, extend, or limit the role or rights as set forth will be valid or binding unless written and accepted. It shall then be added as a correction or amendment to these