

# North Coast Business Network Bylaws

## August 2009

### Article 1.....Name

This organization shall be known as North Coast Business Network (NCBN).

### Article II.....Purpose

The purpose of NCBN is to:

· Provide a beneficial atmosphere where business people come together for an enjoyable exchange of ideas, services, and leads. Whereby a lead is defined as any contact or situation explained or given to another member that has the potential of generating business for that member.

### Article III.....Membership

Section 1: Membership is open to business people and professionals.

Section 2: Membership shall be held as follows:

- Members shall have exclusive, non-conflicting status.
- Each member shall hold only one membership category, unless an exception is approved by the Board.
- Conflicts regarding categories which may overlap slightly and how those categories will be represented at NCBN must be submitted to the Ethics Committee in writing, approved by the Board, and filed with the Secretary at the time of the membership acceptance,
- Individuals wishing to change their category must resign and reapply for membership under the new category. Application fees shall be waived.

Section 3: A vacancy officially exists and prospective applicants may begin the process of applying for the vacancy by attendance when both of the following two (2) conditions have been met:

- The effective date of a member's resignation or termination has passed.
- The vacancy has been orally announced at a general meeting by resigning member or the resigning member has notified a board member.

Section 4: The process of adding members to the organization is as follows:

- A potential member must attend two (2) general meetings. A potential member cannot attend as a guest more than three (3) times during any twelve (12) month period. At the second meeting, the potential member may apply for membership and pay the one-time NCBN application fee. By completing and signing the application form, the potential member agrees to abide by the NCBN Bylaws.
- After the first meeting, any conflict must be expressed by an existing member to the Membership Chairperson. If a conflict exists, the potential member should then be encouraged to withdraw membership application through his or her sponsor, if applicable.
- If the application for membership is not withdrawn, conflicts must be discussed and resolved at the time the application is presented to the general membership for a vote.

- The potential member may attend the meeting following application for membership, but will withdraw from the meeting during the vote.
- A "NO" vote by the required number of members will be sufficient to disallow NCBN membership to the applicant. Barring the required number of dissenting votes, an application for membership shall be accepted. The required number of votes for a "NO" shall be twenty percent (20%) of the total number of current members, rounded to the next highest whole number (if a fraction), but not less than three votes.

Section 5: Members may be represented by anyone other than another NCBN member.

#### **Article IV.....Duties, Probation, and Termination of Membership**

Section 1: NCBN members shall be required to:

- Miss no more than two (2) meetings, except for approved leaves of absence, in any one (1) quarter. Regular meetings dates and times are determined by the Board of Directors. Currently, NCBN meets on the 2<sup>nd</sup> and 4<sup>th</sup> Wednesday of each month.
- NCBN members who miss four (4) consecutive meetings without contacting the Membership Chairperson shall have their membership automatically terminated.
- Pay all fees as required by these Bylaws.
- Provide a minimum of three leads to another member in each quarter.
- Report any breach of ethics to the Board of Directors.
- Display or pass out NCBN brochures at their place of business or through their course of business.

Section 2: NCBN members are encouraged, but not required, to bring guests to meetings. However for each guest that becomes a member of NCBN, the sponsoring member shall be rewarded by receiving a \$10.00 discount off their next quarterly dues.

Section 3: Leaves of absence may be granted under the following conditions:

- A one (1) month leave of absence may be requested as the result of sickness, injury, or planned vacations. All requests for a leave of absence must be submitted to the President prior to any absence.
- During a leave of absence, the member will retain full membership rights and must pay all fees.
- Members can have no more than three (3) leaves of absences during any twelve (12) month period.

Section 4: Probationary membership will be imposed under the following circumstances and conditions:

- The Membership Committee shall report to the Board of Directors any person who has not met the NCBN requirements for leads during any quarter and the Board shall review the situation. If the member is found to be in violation, the member shall be sent a letter advising him or her of impending dismissal. The member shall be placed on formal probation for the following quarter during which time the member must provide at least three (3) leads.
- The Membership Committee shall report to the Board of Directors any person who has not met NCBN requirements for attendance during any quarter and the Board shall review the situation. If the member is found to be in violation, the member shall be sent a letter advising him or her of impending dismissal and the member shall be placed on formal probation for the next quarter during which time the member must miss no more

than one (1) NCBN meeting except for approved leaves of absence. In the event the member is found to be in violation of the Bylaws relating to attendance during his or her probationary period, that membership shall terminate immediately without further notice.

Section 5: If a member does not pay the membership fee within the first ten (10) days of the period in which the fee is due, he or she shall be subject to a late fee of five dollars (\$5.00). If payment is not received within thirty (30) days of the due date, membership shall be terminated immediately.

Section 6: The Board of Directors is authorized to expel from membership any member of NCBN for "good cause." "Good Cause," as used in these Bylaws, means:

- Any conduct that brings NCBN into public disrepute or violates the purpose for which NCBN was formed.
- Any willful failure or refusal to abide by the Bylaws or adopted procedures of the organization.
- Any willful failure or refusal to pay any assessments levied under the provisions of these Bylaws.
- Engaging in unethical personal or professional conduct of such a serious nature as to render continued presence as a member of NCBN personally or professionally detrimental to the other members of the organization.

Section 7: Procedure regarding "good cause."

- Any complaint made under Article IV, Section 6 must be in writing and presented to the Board of Directors. The Board will interview the parties involved and determine a course of action.
- If the Board of Directors finds the complaint has merit, it may conduct a hearing to further consider the complaint.
- The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The President shall preside over the meeting and shall (1) read the charges against the subject member, (2) require that the charges be verified by the testimony of the person(s) making them, (3) hear any other witnesses, (4) allow the accused member to cross-examine each witness, (5) allow the accused member to make a statement on his or her own behalf, (6) allow the accused member to call witnesses on his or her own behalf, (7) allow the Directors present, when and as recognized by the chair and subject to the control of the chair, to question witnesses, and (8) rule on the admission and exclusion of evidence and on questions of hearing procedure.
- The Board of Directors shall sustain or revoke the membership under consideration by a simple majority vote.

Section 8: Upon a finding of "good cause" when expulsion is the proper remedy:

- The membership of the member in NCBN shall immediately and conclusively be terminated. The expelled member shall not be relieved of any liability for the payment of fees that were due prior to the hearing and shall not be eligible for a refund of any fees paid.
- All rights of the member in NCBN or in its property shall cease.
- Any member expelled under this section may not reapply for membership.

## **Article V.....Officers**

Section 1: The Officers of NCBN shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected annually.

- Officers may hold the same office for not more than three (3) consecutive terms or until their successors are duly elected or appointed as provided by these Bylaws.
- In the event that any office becomes vacant for any reason, the vacancy shall be filled as soon as possible by special election. In the interim, the duties of the vacated office shall be performed by other officers or a NCBN member temporarily appointed by the Board of Directors to do so. The specially- elected officer shall serve for the remainder of the term of the individual being replaced. Each officer shall be an active member of NCBN in good standing.

Section 2: The President shall serve as the executive officer of NCBN, preside at all meetings of the membership, be an ex-officio member of all committees, exercise general supervision over affairs of the organization, have check signing privileges, and 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 the duties of the President in the President's absence, chair the Membership Committee and such other duties as may be assigned by the President or the Board of Directors.

Section 4: The Secretary shall conduct all correspondence as may be required by the President or Board of Directors; maintain official records of membership, election results, and Board decisions; update the membership brochure as needed; instruct the NCBN webmaster to update the NCBN website; and perform all duties that are ordinarily incumbent upon a Secretary. The Secretary shall also be responsible for taking attendance at each meeting and promoting full attendance at all NCBN functions.

Section 5: The Treasurer shall maintain records of all financial actions of NCBN including receipts of membership applications, periodic fees, all monies collected and disbursed and have check signing privileges. All checks exceeding one hundred dollars (\$100) must be approved by the President and then signed by the Treasurer. The Treasurer shall prepare quarterly and annual statements for NCBN in addition to making oral reports as needed (minimally quarterly), and perform the duties stated in the Treasurer's procedures as adopted by the Board.

## **Article VI.....Directors**

Section 1: NCBN shall be governed by a Board of Directors.

Section 2: The Board of Directors shall consist of the President, the last past President who is not also a current Board Member, the Vice President, the Secretary, the Treasurer, and two members-at-large to be elected by the membership, each of whom shall have the right to vote. The President shall preside over the Board of Directors and act as its chairperson. If a vacancy occurs in one or both of the member-at-large positions, the vacancy shall be filled as soon as possible by special election. The specially-elected Board Member shall serve for the remainder of the term of the individual being replaced. Each Director shall be an active member of NCBN in good standing.

Section 3: The Board of Directors shall have control and management of NCBN activities, adopt a fiscal-year budget, determine all policies, discipline members, and generally supervise the affairs of the organization. NCBN business shall be conducted at Board meetings, not at regular membership meetings. However, special closed meetings of the membership may be called at the discretion of the Board to vote on amendments to these Bylaws and to conduct business that would be inappropriate to consider with nonmembers present.

Section 4: The Board of Directors shall meet quarterly. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business and to hold hearings. A majority vote of those present shall be necessary to give effect to any action of the Board. Meetings of the Board shall be conducted according to Roberts Rules of Order. General members are encouraged to attend Board meetings but shall not vote.

Section 5: The liability of members of the Board of Directors shall be defined and limited as follows:

- While Directors are generally responsible to NCBN members for actions made during their terms of office, no Director shall be liable to any other person for the Director's acts or failure to act, except for willful misconduct or gross negligence.
- No Director shall be liable or responsible for any act, omission, or default of any other Director unless that Director had knowledge of facts that might reasonably be expected to put the Director on notice of it.
- No successor Director shall be liable for any act, omission, or default of any predecessor Director. Unless requested in writing within sixty (60) days of election by any NCBN member, no successor Director shall have any duty to investigate or review any action of a predecessor Director.
- NCBN members shall not be liable or responsible for any act, omission, or default of any Director.

Section 6: The Board of Directors shall promote NCBN activities through the media by announcing activities such as social events, elections, meetings, speakers, etc.

#### **Article VII.....Election Procedures**

Section 1: A term of office for both officers and Board Members shall be one year. Elections shall be held at the 2<sup>nd</sup> meeting in August, with new officers and Board members assuming office as of Sept. 1<sup>st</sup>.

Section 2: At the second meeting in June, the President shall appoint a Nominating Committee and its chairperson. This committee shall consist of any three (3) members. The committee shall make nominations, with consent of those nominated, and prepare a ballot for the election of NCBN Officers and Directors.

Section 3: The timetable for election conduction shall be as follows:

- Prior to the second meeting in July, the Nominating Committee shall submit a list of nominees to the President of the Board.
- At the second meeting in July, nominations from the floor shall be accepted for any office. When so made, seconded and approved, these nominations will be added to the list submitted by the Nominating Committee.
- The official nomination list of Officers and Directors shall be published to the NCBN membership at the 1st meeting in August.

Section 4: Prior to the election, candidates may have three (3) minutes to give a speech on their own behalf as to why they should be elected to the vacant position.

Section 5: Only members in good standing shall be eligible to hold office or vote.

Section 6: If the election of any individual is determined to be invalid, a reelection shall be conducted for that individual's position only.

Section 7: At the meeting during which or immediately after a vacancy occurs, the President shall announce the vacancy. At this time members may be nominated from the floor to fill the vacant position. A silent (ballot) vote may be taken to select the member who will fill the vacant position from those nominated.

#### **Article VIII.....Meetings**

- NCBN shall hold two (2) meetings per month on a day and time and at a place determined by the Board of Directors. The meeting shall feature NCBN members only as speakers (guest speakers must be approved and scheduled by the Board) and provide a forum for promoting members' businesses. Currently, NCBN meets on the 2<sup>nd</sup> and 4<sup>th</sup> Wednesday of each month.

#### **Article IX.....NCBN Promotions**

Section 1: NCBN shall provide literature, brochures, and/or advertising specialties.

Section 2: Any advertising program or publication for the public must be submitted to the Board of Directors for approval.

#### **Article X.....Revenues and Expenditures**

Section 1: An application fee of thirty dollars (\$30.00) shall be submitted with each membership application. If membership is denied, the application fee shall be returned to the applicant.

Section 2: Membership fees:

- \$30.00 per quarter due on the first day of each quarter; a late fee of \$5.00 will be due if fees are over 10 days late.
- All fees are non-refundable.
- Are prorated by month for incoming members.
- Are set by the Board of Directors.
- Are submitted to the Treasurer for deposit and designated as membership fees.

Section 3: The fiscal year of NCBN shall run from April 1 of each year through March 31 of the following year.

Section 4: A budget for the upcoming fiscal year shall be prepared by the Treasurer and presented to the Board of Directors for approval at the Board's regularly scheduled 1<sup>st</sup> meeting in March.

Section 5: All requests for funding by officers and committees must be submitted to the Board of Directors by the 1<sup>st</sup> meeting in February.

Section 6: Expenditures not within the adopted budget must be approved in advance by the Board of Directors.

Section 7: Checks written on NCBN accounts shall require two (2) authorized signatures for amounts in excess of one hundred dollars (\$100), otherwise one signature.

#### **Article XI.....Committees**

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

Section 2: The President shall, immediately following his or her election, appoint a Sergeant-At-Arms and the Chairpersons of all standing committees, and shall announce such appointments not later than the first membership meeting after elections. The President shall appoint committee members as needed and upon recommendation of the chairpersons.

Section 3: The Social Committee shall promote at least three (3) outings a year with members and/or guests. Under no circumstances shall NCBN sell liquor to members or guests. The social event may replace the weekly lunch meeting.

Section 4: The Membership Committee shall:

- Be chaired by the Vice President
- Issue membership applications in a form approved by the Board of Directors
- Advise potential members regarding: fees, duties, responsibilities, and of the required application, as well as the review and acceptance policies and procedures of the organization
- Verify the business activities of the applicant and report to the membership prior to the vote on the application
- Communicate with members whose attendance is unsatisfactory.
- Mentor new members and provide them with an orientation guide, updated to reflect current NCBN bylaws and identify officers and Board members.
- Prepare the speaker schedule
- Maintain the business card box.
- Plan and host new member drive luncheons and/or socials as directed by the Board.

Section 5: The Ethics Committee shall be composed of three (3) active members who are on the Board of Directors. The Ethics Committee shall maintain the bylaws and act upon written complaints in the manner set forth in Article IV, Section 6 of these Bylaws.

Section 6: The Sergeant-at-Arms shall perform the duties of timekeeper for speaker presentations, keep order, monitor payment of dues, and assist the Treasurer when necessary.

#### **Article XII.....Not-For-Profit-Organization**

- NCBN is organized and shall operate as a not-for-profit organization for personal improvement and other similar not-for-profit purposes. Any income received shall be applied to the not-for-profit purposes of the organization, and no part of the income shall directly benefit any Officer, Director, or Member.

#### **Article XIII....Amendments**

Section 1: These Bylaws may be amended. The procedure for amendment is:

- Written notice of the proposed amendment shall be given to the members at least two (2) weeks prior to the date set for membership vote.
- An amendment must be adopted by a two-thirds (2/3) vote of the active members present at the meeting during which a vote is taken.
- All voting on amendments to Bylaws will be by show of hands. No proxy voting shall be allowed.

Section 2: Amendments to NCBN Bylaws shall be effective upon the date of approval and shall not be retroactive.

Section 3: All documents in which all or any portion of these Bylaws or any amendments are printed shall contain the date on which the Bylaws or amendments were last approved by the NCBN membership.