

# **ROSEVILLE-GRANITE BAY BUSINESS NETWORK**

## **MISSION STATEMENT**

Our network of men and women is dedicated to the highest standards of professionalism, competency and service. The group's purpose is to exchange business leads.

## **BYLAWS**

Organized September 1, 1999

Amended September, 2006

Amended January, 2011

Amended November, 2016

Amended December, 2021

Amended February, 2022

### **Article I – NAME**

This Association shall be known as Roseville-Granite Bay Business Network.

### **Article II – PURPOSE**

Section 1: Roseville-Granite Bay Business Network is an organization of business persons dedicated to bettering their businesses through the interchange of business activities and professional contacts. Each business category is represented by one member and conflicts of interest are disallowed.

Section 2: A Business Contact is defined as a contact between two members or when one member generates a contact between another member and a non-member, who could potentially lead to a business transaction.

Section 3: The basic goal of this Association shall be to expand the business contacts of the membership at large.

Section 4: This Association shall not be used in any way for political purposes nor shall it, as an association, actively participate in the political candidacy of any person or cause.

### **Article III - MEMBERSHIP AND CLASSIFICATION**

Section 1: Membership in this Association shall be of the active class only.

Section 2: (a) The active membership of this Association shall consist of men and women of good character and community standing. Each member shall have one vote.

(b) A member may only control one business category and must work full time in their occupation. In instances where the prospective member works for a business owner, they must clarify who will be the active member. In the event the member is an employee and not the business owner, the Board of Directors may evaluate whether this arrangement is acceptable to the group, i.e., when the owner is in the healthcare industry, or any category involving personal well being, the members may decide if they are comfortable working with a provider who will be represented in the group by their staff, rather than the member himself/herself.

(c) Prospective members must attend two consecutive meetings and submit application to the Membership Chairperson. A Business Mixer is considered a meeting. Prospective members will not attend the third meeting. A written membership vote will be taken at the third meeting. There will be no voting by proxy. Three NO votes shall be sufficient to deny an applicant membership, unless there are more than thirty (30) members in the association. If there are more than thirty (30) members, then the actual number of members shall be computed as of the beginning of the quarter in which the vote is taken. Ten percent (10%) of that number shall be required to vote NO to deny the applicant membership. (Example: The association has fifty-two members as of the beginning of the quarter. It will then take ten percent (10%) of that number, or 5.2 votes. Since the group cannot have fractional votes, the number is rounded down to five (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 of keeping a prospective member out for the purpose of saving category coverage for a member who is not holding that category, or for any type of religious, racial, or sexual bias.

(d) Speak-off: If two or more people apply for the same category within a two week interval, a speak-off will occur the third week. Each person will be given three minutes to speak and two minutes to answer questions from current members. Total time allotted to each candidate will be five minutes maximum. All candidates will be sequestered in an area outside the meeting room and called in one at a time by the Sergeant-at-Arms, based on the speaking order determined by drawing in advance of the meeting.

Once all speakers have presented and are waiting outside the room, ballots will be collected from the members. The person receiving the majority of written votes will become the member. In the event a majority is not received for one candidate, those candidates with the most votes, as

determined by the President, will be called back into the room for a brief re-introduction to the group. Another vote will be taken. This process will be repeated until one candidate receives a majority vote. In the rare case that no majority is reached after the third vote, the Board will choose based on drawing of straws by the Board members.

Inspections must be completed and membership fees must be paid prior to the speak-off.

(e) An alternate may represent the member if that person represents the same company and the company owns the membership. The alternate must be approved by the Board of Directors in writing. An alternate may represent the individual member only six times per year and never more than two consecutive meetings. The alternate described above cannot hold any office or committee position and has no voting rights.

(f) The Board of Directors has the right to extend a Leave of Absence to a member who is in compliance with attendance, contact passing, and current dues obligations. Members shall prepay dues as applied for the period of leave requested. A majority vote, quorum required, by the Board of Directors, after reviewing the member's participation in total, in the affirmative is required. This may be done for vacation, illness, accident, personal items, etc. The Leave of Absence must be in writing, by letter or email, addressed to the President of the Board, and submitted at least thirty (30) days prior to the month for which the leave is requested, barring unforeseen circumstances. The Leave of Absence can be for up to one calendar month. It must be reviewed at that time.

(g) Individual memberships are nontransferable and cannot be sold. No individual shall be eligible who holds membership in a similar club, association, or barter group.

(h) Occasionally, a slight overlap of occupations will occur and conflicts of interest become apparent. In case of a conflict, the proposed member must write a letter outlining how they will represent the category and mitigate the conflict of interest with the member in that category.

(i) Membership shall be owned by the individual or the company which pays the initial membership fee and annual renewal fee. If the individual or company leaves the Association in any manner, rights to the membership are forfeited.

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

(k) If the Company owns the membership and changes members, the Board of Directors shall have the right to approve or disapprove the new member and shall advise the company in writing.

(l) 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: Any member may resign from this Association provided that all their indebtedness to the Association has been paid. The resignation shall be submitted in writing to the Board of Directors and shall become effective when accepted by the Board. Membership fee is non-refundable.

#### **Article IV - TERMINATION OF MEMBERSHIP**

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

- (a) Always have a fellow member satisfy my business or personal needs whenever possible.
- (b) Recruit one new applicant that becomes a member of the Association in your first year.
- (c) If I or my alternate miss two (2) consecutive unexcused meetings, or if I or my alternate miss four (4) meetings in a calendar quarter, excused or not, then the membership will be *subject to termination*. A member arriving late or leaving early at a meeting will not be tolerated, and for attendance purposes will count as an excused meeting for calendar quarter attendance.
- (d) Report any breach of ethics to the Ethics Committee.
- (e) Provide a minimum of two contacts per month to any member.
- (f) Display Association brochures at my place of business.
- (g) Membership fee is non-refundable.
- (h) Members will conform to Bylaws and any subsequent changes.

Section 2: Any member being in arrears in the payment of dues and/or financial obligations to the Association shall stand suspended and shall be notified forthwith in writing by the Secretary of the Association. Such member, upon payment of arrears and upon making application for reinstatement to the Board of Directors, may, by majority vote of the Board of Directors (quorum required) be reinstated. In case such member is not so reinstated within ten (10) days of the date of aforesaid written notice, the member shall be dropped from the membership and shall be so notified forthwith in writing by the Secretary.

Section 3: The Board of Directors shall review the individual active membership of this Association based on the following criteria: regular attendance at Association meetings, giving a minimum of two contacts per month, (both attendance and contacts are vital to the successful functioning of the Association), and individual membership participation in Association activities.

(a) The Board of Directors will then measure the personal involvement, number of contacts given and attendance at regular Association meetings of each active member. At the discretion of the Board of Directors, any active member who, without excuse, shall fail to regularly attend Association meetings, give a minimum of two contacts per month or actively participate in the activities of this Association, shall, at the direction of a majority vote of the Board of Directors (quorum required) be terminated and shall be notified in writing by the Association.

Section 4: Code of Ethics. The Board of Directors is authorized, as herein provided, to suspend from membership for a period of not more than one (1) year, or expel from membership any member of this Association for good cause.

Section 5: Good Cause, as used in this Section, means:

(a) Any conduct that brings the Association into public disrepute or violates the purpose for which this Association is formed.

(b) Any willful failure or refusal to abide by the Articles, Bylaws, or rules of this Association.

(c) Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these Bylaws.

(d) Any willful failure or refusal to abide by the Code of Ethics and the Commitment.

(e) Conviction of any felony or any crime involving moral turpitude.

(f) The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of creditors, or the doing or performing of any act constituting bankruptcy or insolvency, if such act or petition or thing is not cleared up and released within thirty (30) days.

(g) Any conduct that causes any member to come into public dispute.

(h) Any conduct unbecoming of a professional person, or which causes severe embarrassment, either personally or in the business community, to any other member, or

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

(j) Any willful failure or refusal to pay any just debt which is validly due and owing by such member.

Section 6: Definitions:

(a) For suspensions, all voting and other rights of the member during the term of his suspension are terminated, provided, however, that such member shall not be relieved of any

liability for payment of dues or assessments falling due or levied during the period of their suspension.

(b) On termination, the membership of the member in this Association is immediately and conclusively canceled, provided, however, that such member shall not be relieved of any liability for payment of dues and assessments accruing prior to the hearing on the charge against him as herein provided.

Section 7: Procedure. The Ethics Committee shall review all violations of the Good Cause provisions of Section 5. Any and all alleged violations of the Good Cause provisions of Section 5, shall be in writing, and addressed to the Chairman of the Ethics Committee, unless the Chairman is the alleged violator, in which case the writing shall be addressed to the President. The Chairman of the Ethics Committee shall forward a copy of the writing to the President, immediately upon its receipt.

(a) If the Chairman of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary chairman to hear, with the other two members of the committee, the alleged violation.

(b) If a member of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary member to hear, with the Chairman and the other member of the committee, the alleged violation.

(c) The Ethics Committee shall abide by and be bound by the rules, with reference to the manner of conducting their investigation. A copy of the rules and regulations of the Roseville-Granite Bay Business Network shall be made available to each committee member and to the alleged violator.

(d) The result of the committee's investigation of the alleged violation and alleged violator shall be submitted to the President, in writing, not later than ten (10) days after the completion of their investigation. If the alleged violator is the President, then the result shall be submitted, as aforesaid, to the Vice President.

(e) Upon receipt of the committee's investigation report, the President, or the Vice President, as the case may be, shall immediately call a meeting of the Board of Directors of the Chapter. The Board meeting, as called (quorum required) shall be conducted in accordance with the rules and regulations of the Association. Each member of the Board of Directors, and the alleged violator, shall be given a complete and up to date copy of the rules and regulations of the Association. The vote of the Board of Directors shall be final and binding.

Section 8: An expelled member shall not be eligible for readmission to the Association.

Section 9: All rights of the subject member in the Association or in its property shall cease on his/her termination.

## **Article V – OFFICERS**

Section 1: The officers of this Association 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 for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

Section 2: The President shall serve as the Executive Officer of the Association, preside at all meetings of the membership, be an ex officio member of all committees, exercise general supervision over affairs of the Chapter, 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 Board of Directors and shall generally perform such duties that are ordinarily incumbent upon a Secretary.

Section 5: The Treasurer shall keep and maintain records of all financial actions of the Association, which shall include all records of membership initiation fees, dues, fines and all monies collected and disbursed. The Treasurer shall prepare quarterly statements for the Association and generally perform such duties that are ordinarily incumbent upon a Treasurer.

## **Article VI - DIRECTORS**

Section 1: Roseville-Granite Bay Business Network shall be governed by the Board of Directors. Roseville-Granite Bay Business Network Board of Directors may remove any officer, Board member or committee person (majority vote) and appoint the replacement. The membership of any Association member, who shall knowingly and willfully violate or fail to comply with the Bylaws of the Association, shall be canceled. The President may be removed from office for not following the meeting procedures' chart.

Section 2: There shall be a Board of Directors, which shall consist of the President, the past President, the Vice President, the Secretary, the Treasurer, the Membership Chairperson and the Contact Chairperson 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 for the duration of the 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 Association's activities, determine all policies, discipline members, and generally supervise the affairs of the Association.

Section 4: The Board of Directors shall meet the first week of each month on the day prior to the weekly meeting day. 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 prior to March 20th. Outgoing and incoming Board members shall attend the April Board meeting. The new Officers and Board members will be installed at the second regular meeting in April.

Section 2: At a regular meeting of the Association, at least four (4) weeks prior to the date of the election, the President shall appoint a committee to be known as the Nominating Committee. This committee shall consist of any three (3) members other than the Board of Directors. The President shall designate the Chairman of this committee. The duties of this committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of such officers and directors.

Section 3: At least two (2) weeks before the election, the Nominating Committee shall submit a list of nominees. At least one (1) week before the election, nominations from the floor of a regular meeting of the chapter may be made for any office and when so made together with the list submitted by the Nominating Committee shall then be the list of nominees submitted to the Association for an election of officers and directors. Nominations from the floor must be in the form of a petition signed by five members in good standing.

Section 4: On the election day, prior to March 20th, the President shall appoint a committee to be known as the Committee on Elections consisting of not more than three (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 same to the Association. 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 any 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 5: In the case of a vacancy in the office of the President, the Vice President shall succeed to the office. In the case of a vacancy in the office of the Vice President, Treasurer, Secretary, or other Board members, the vacancy shall be filled by the Board of Directors.

Section 6: In the event, after election and prior to installation, of disability or inability of an officer - designate or director, the vacancy shall be filled by the Board of Directors.



Section 7: Only members in good standing shall be eligible to hold office and vote.

### **Article VIII – MEETINGS**

Section 1: This Association shall hold a weekly breakfast starting at 7:15 a.m. on such day and place as shall be determined by the Board of Directors. The meeting shall feature Association members only as Speaker, Greeter and Showboater. Problems or complaints will not be aired at the regular meeting but will be referred to the Board of Directors. The Association may hold such other meetings as the Board of Directors may desire. The regular weekly breakfast meetings shall end at 8:40 a.m., except on special occasions as approved by the Board of Directors.

Section 2: Badges shall be worn at all meetings.

Section 3: The installation meeting of this Association shall be the second regular weekly meeting in April. Newly elected officers will be installed at this time.

Section 4: In order to maintain the professionalism of our organization, members are expected to be neat, clean, well-groomed and properly attired. Failure to project a professional image and/or professional conduct at meetings may detract from your ability to receive business from other members. Repeat offenses may result in a warning and consideration for termination of your membership by the Board of Directors.

### **Article IX - ROSEVILLE-GRANITE BAY BUSINESS NETWORK**

Section 1: Roseville-Granite Bay Business Network shall provide literature, marketing materials, business card caddies and badges as needed.

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

Section 3: Membership fees and renewal fees will be established by the Board of Directors.

### **Article X – REVENUE**

Section 1: Each new member of the Association shall pay an initiation fee plus pro-rated membership fees and meeting costs for the remainder of the quarter in which they are joining. The payment of said fee is to be prerequisite to membership, payable prior to becoming a member. Initiation fee is non-refundable, unless applicant is refused membership.

Section 2: Continuing membership dues and meeting fees shall be paid quarterly.

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

Section 4: Quarterly Association dues shall be set by the Board of Directions.

Section 5: Any income received shall be applied only for the purposes of the organization, and no part of the income shall benefit any officer or member.

### **Article XI – 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 this Association.

Section 2: The President shall, immediately following his/her election, appoint a Sergeant-at-Arms, the chairpersons and members of all committees, and shall announce such appointments not later than May 1st following his/her election.

Section 3: The Business Mixer Committee shall promote at least two (2) outings per year with members and spouses. Under no circumstances shall the Association sell liquor to members or guests. The Business Mixer may replace the weekly breakfast meeting.

Section 4: The Committee on Attendance. The Vice President shall take attendance at each meeting and promote a full attendance at all Association meetings. The Vice President shall personally communicate the members whose attendance is unsatisfactory for the purpose of improving said member's attendance record.

Section 5: The Ethics Committee, headed by a chairperson, will be composed of three active members who are not on the Board of Directors.

Section 6: The Program Committee shall designate one or two members to be first week Showboaters - second week Greeters - third week Speakers.

Section 7: The Contact Committee shall provide standard contact forms to be used by members at all meetings. The Contact Committee shall keep a record of all contacts.

Section 8: The Publicity Committee shall promote Association activities through the media, such as elections, meetings, speakers, etc. The Publicity Director shall also attend regular Board of Director meetings but will not be eligible to vote unless a member at large.

## Article XII - FINES and REWARDS

Section 1: Fines: Fines are assessed in the morning meeting and must be paid within 24 hours after the meeting. Nonpayment may constitute immediate loss of membership. IOU's are unacceptable. Unpaid fines will be added to quarterly fees.

1. No Membership Badge	\$1.00
2. Unknown Greeter	1.00
3. No Contacts	1.00
4. Late To Meeting/Leave Meeting Early	1.00
5. Meeting Starts after 7:15 a.m.	5.00
6. Meeting Ends after 8:40 a.m.	5.00
7. Neglect to Showboat/Greet/Speak	10.00
8. Showboater/Greeter Arrive Past 7:01 a.m.	5.00
9. Unexcused Absences	5.00
10. No Show Business Mixer	10.00
11. Delinquent Dues (per week)	10.00
12. Visitation Not Done	5.00
13. Pager/Cell Phone	1.00

### Section 2: Rewards

1. Personally Passing Four Qualified Contacts at a Meeting	1.00
2. Bringing a Qualified Guest	5.00
3. Qualified Guest Joins	50.00

### Section 3: Additional Fees

1. Breakfast fee for a guest	1 <sup>st</sup> visit	Free
2. Breakfast fee for a guest	After 1 <sup>st</sup> visit	\$15.00
3. Business Mixer fee for a guest		30.00

The Membership Chair should remind all guests of the fees as part of the Membership Chair's weekly presentation. The Sergeant-at-Arms will remind guests at their turn to speak with the Contact bucket.

Fines or rewards are determined by these Bylaws and the Board of Directors. Changes must be approved by the Board of Directors.

### **Article XIII – MISCELLANEOUS**

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

### **Article XIV – AMENDMENTS**

Section 1 - Any amendment of these Bylaws may be adopted by three-fourths (3/4) vote of the active members present at any meeting of this Association, a quorum being present. Written notice of the proposed amendment shall have been given to the Board of Directors two (2) weeks prior to the meeting. There shall be no voting by proxy.

## **Definition of a Business Contact**

**A business contact is defined as a lead or referral, where a member of this group refers a business opportunity to another member.**

**An outside contact is a referral to a third party, who is expecting a call from a member of the Roseville Granite Bay Business Network.**