

SPOKANE BUSINESS BUILDERS

BYLAWS

As Amended February 2, 2011

ARTICLE I Name

The name of this corporation shall be Spokane Business Builders, Inc. (hereinafter referred to as "SBB")

ARTICLE II Purpose

Section 1: SBB is a premier networking organization, providing leadership and structure to a diversified group of business professionals, focusing on marketing success, and achieving increased sales through the growth and preservation of professional relationships.

Section 2: A referral is a person or company who has expressed an interest in doing business with a Spokane Business Builders member and is waiting for a business contact.

Section 3: The goal of SBB shall be to expand and build the business contacts of individual members.

Section 4: SBB shall not be used in any way for political purposes. However, a member may use their 30-second commercial for charitable purposes in lieu of promoting their own company.

ARTICLE III Membership Requirements

Section 1: Membership in SBB shall consist of active members only. Active membership of SBB shall consist of persons of good character and community standing, each having one vote.

(a) Active membership of SBB shall be composed of occupations and businesses listed on the official membership category list, available for viewing on the SBB web site. A member may hold only one position within these occupations and the proposed member must be full time in that position. Full time is defined as the member's primary source of income. In certain circumstances, approved and accepted by the board, a member may maintain two (2) business categories for one (1) fee if the member is in a seasonal occupation. Seasonal occupations however, may not overlap another member, seasonal or regular.

(b) Prospective members must possess a current business license, and contractors need to have proper registration for classification of trades performed in the State of Washington.

(c) Prospective members must attend two (2) meetings and submit an application to the membership chair at any time during the two (2) meetings. Additionally, all new member candidates must give a brief presentation of no more than 5 minutes to the present membership before being voted on by the membership.

At the third meeting a written membership vote will be taken. No voting by proxy will be allowed. One member voting "no" will deny the applicant membership. Name and telephone number must appear on all "NO" votes. The only exception to accepting a "No" vote as final, is when the board of directors decides, in a quorum vote, that the "No" vote was for the purpose, in whole or in part, to allow an existing member to control more than one membership category, or for any religious, racial, or sexual bias.

(1) Presentation must include:

- (A) Education/employment background;
- (B) Current business and position;
- (C) What the prospective member hopes to bring to SBB;

(d) There shall be a non-refundable application fee of \$150.00 due immediately upon membership in SBB.

(e) Members shall pay quarterly dues of \$150.00, which will be pro-rated for new members based upon the date they were admitted to SBB.

(f) All new members' places of business shall be inspected by the current SBB Inspector, and membership shall be contingent upon confirmation that the member's establishment complies with appropriate business standards.

(g) Face-offs: If two (2) or more people apply for the same category within a two (2) week interval then at the third meeting all candidates will give a 5-minute presentation. Ballots will be passed and the person receiving the majority of written votes will have won the face-off. If a majority is not obtained the person receiving the lowest number of votes will be eliminated and then a re-vote will occur until a simple majority is reached. Inspections must be completed and membership dues must be paid in order to be eligible for the face-off.

(h) Individual memberships are non-transferable and cannot be sold. A member will be allowed to change employers or their company and maintain the same category if in good standing. A member may be allowed to change to an open category upon approval of a majority of the board.

(i) Occasionally, a slight overlap of occupations will occur and conflicts of interest will become apparent. In case of conflict, the proposed member must write a letter outlining how they will represent themselves in the organization. The board of directors must then approve the letter.

(j) A member of SBB may only advertise and/or solicit business within the particular category they presently hold within SBB. It shall be a violation to advertise or seek business outside of the particular category represented in SBB, and any such violation shall subject the member to the sanctions contained in these bylaws.

ARTICLE IV Attendance

Section 1: Regular and timely attendance is required.

(a) Members are served a warning for more than two (2) consecutive unexcused absences, or four (4) absences in a calendar quarter, excused or not. Membership is subject to termination by the board for continued lack of attendance.

(b) Arriving late to the meeting or leaving early shall also count as excused absences.

(c) An alternate may represent the member up to six (6) times per year, if that person represents the same company. An alternate may represent the member for no more than two (2) consecutive meetings. The alternate described above cannot hold any office or committee position and has no voting rights.

(d) Any alternate wanting to replace a member on a full time basis must be voted in for the same position through the regular admissions process.

(e) The board of directors has the right to extend a "Leave of Absence" to any member who is in compliance with attendance, referral requirements, and current dues obligations. The member shall prepay all dues as applied for the period of leave requested. The member's participation must be reviewed and have an affirmative majority vote by the board of directors (quorum required). The "Leave of Absence" can be up to one calendar month.

(f) If the individual leaves the chapter in any manner, all rights to the membership are forfeited.

ARTICLE V Obligations

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

(a) Utilize fellow member's products and services whenever possible.

(b) Invite new guests to promote memberships.

(c) Arrive on time and do not leave early.

- (d) Report any breach of ethics, in writing, to the Ethics Chair.
- (e) Provide a minimum of three (3) referrals per quarter, or pay a fine of \$10.
- (f) Always conform to SBB bylaws and subsequent changes.
- (g) A member may not belong to any other leads or referral organizations.

**ARTICLE VI
Code of Ethics**

(This section requires the investigation of the Ethics Committee.)

Section 1: Any member being in arrears for more than 30 days in the payment of dues and/or financial obligations to SBB may not attend weekly meetings until all payments and late fees have been received.

Section 2: The board of directors has the right to terminate any member based on lack of SBB participation including attendance, referrals, and SBB activities. The board will notify the member in writing.

Section 3: A complaint to the Ethics Chair **MUST BE MADE IN WRITING** and presented to both the Ethics Chair and the alleged violator. The board of directors is authorized, as herein provided, to suspend from membership for a period of not more than one year, or expel from membership, any member of the chapter for good cause. Notwithstanding the previous sentence, if an assembled SBB group witnesses a violation of Article III, Section 1, subsection (h), of these bylaws (*i.e.*, advertising or soliciting business outside an SBB member's particular business category), the SBB Board and Ethics Chair can permissibly initiate an action without a specific complaint being lodged, avoiding the necessity of the affected SBB member initiating a complaint against a fellow SBB member.

Section 4: "Good Cause", as used in this section, means:

- (a) Any conduct that brings SBB into public disrepute or violates the purpose for which this organization is formed.
- (b) Any willful failure or refusal to abide by these bylaws.
- (c) Any willful failure or refusal to pay fines or fees to SBB.
- (d) Conviction of a felony.

(e) Any conduct unbecoming of a professional person.

Section 5: Upon receipt of a complaint by an SBB member against another member, the Ethics Chair shall notify the SBB President of the complaint. Thereafter, the Ethics Committee shall review the complaint and determine its validity. The Ethics Committee shall determine whether any SBB member has committed an ethical violation and shall report its findings to the SBB Board. Upon such notice, the SBB Board shall vote by majority rule in determining whether any letter shall be issued either to the violator and/or the complainant.

Section 6: A terminated member is not eligible for readmission to SBB.

ARTICLE VII Termination of Membership

Section 1: Any member may resign from the chapter provided that all their indebtedness to SBB 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 fees and quarterly dues are non-refundable.

ARTICLE VIII Officers

Section 1: The officers of SBB shall be a president, vice president, secretary, treasurer, two member-at-large and the most recent past president. The president and members-at-large will be voted on by the membership annually. The president will then select all other officers (vice-president, secretary and treasurer.) Any vacancies will be filled by a quorum vote of the remaining board members.

Section 2: The president shall serve as the team leader for SBB and serve as a role model for SBB.

Section 3: The president will appoint the vice president who will assist the president in fulfilling their duties. The vice president will run meetings when the president is absent.

Section 4: The president will appoint the secretary who will maintain minutes at all board meetings and handle any correspondence assigned by the president.

Section 5: The president will appoint the treasurer who will maintain all financial records, and give monthly and quarterly reports at the board meeting. The treasurer is responsible for getting SBB EIN # and setting up a bank account. The treasurer will also prepare and distribute bills to each SBB member 30 days in advance of the due date (first week of the quarter) for the quarterly dues.

Section 6: The president will appoint the Sergeant-at-Arms who calls the meeting to order, maintains order at the weekly meeting, holds the president accountable for starting and ending the meeting on time, passes the bucket, enforces all reminders at the weekly meeting, and times the weekly speakers and greets the late guests.

Section 7: Two (2) members-at-large will be voted onto the board by a majority vote of the membership. The members-at-large will serve as either the referral chair or the membership Chair. The membership chair will maintain a file on each member. The members-at-large represent the general membership at the board meetings and will air individual members' concerns to the board of directors at the board meeting.

ARTICLE IX Directors

Section 1: The board of directors shall consist of the current president, immediate past president, vice president, secretary, treasurer and two (2) members-at-large. The president can be removed from office for dereliction of duty, nonattendance at the presidents/vice presidents meeting, or failing to follow meeting procedures and the meeting guide.

Section 2: The board of directors will be appointed by the SBB President; Members-at-large will be elected by the membership. The board of directors will govern SBB. All directors must be members in good standing.

Section 3: The monthly board meeting shall occur the first week of the month before the weekly meeting. A majority vote of those present shall be necessary to give effect to any action of the board.

ARTICLE X Election Procedures

Section 1: The election of the president and the members-at-large will take place the second week in November. The annual meeting will be the second meeting in December.

Section 2: Five (5) weeks prior to the voting meeting, the current SBB president will appoint the nominating committee; the nominating committee will consist of five (5) members not on the board. They will make the nominations and prepare the ballot for the president and the two members-at-large.

Section 3: The voting needs to be implemented before the 4th Quarter Mixer.

Section 4: In the event of a vacancy the board of directors will fill the vacancy.

Section 5: The President must appoint all officers and committee positions prior to the annual meeting.

ARTICLE XI Meetings

Section 1: SBB will hold weekly meetings at the designated time of (7:15 a.m. - 8:30 a.m.). Other meeting times may occur at the direction of the board of directors. The meeting room should be a private banquet room preferably in a hotel or restaurant that serves food. The room should be large enough to accommodate all members and at least ten (10) guests. There will be no outside speakers. SBB will have a program including two (2) speakers; a greeter and a trade show display. (One (1) speaker may be appointed if membership growth dictates a time constraint.)

Section 2: No complaints will be aired openly in a meeting. Any problems should be directed to either the board or the ethics committee. The president will only discuss what is listed on the meeting guide.

Section 3: The annual meeting will be held at the 4th Quarter Mixer.

ARTICLE XII Revenue

Section 1: All members are required to pay SBB quarterly dues to SBB whether or not they eat breakfast. The board, based on the operating budget of SBB, will set the quarterly dues. New member's quarterly dues will be prorated for the number of weeks remaining in the quarter. Dues are due net 30 days/30 days after the quarter begins. A finance charge of 1% of principle balance will be added after 30 days past due.

Section 2: The quarterly dues are due the first week of the quarter. If dues are not paid on time a Ten Dollars (\$10) per week penalty will be assessed, until paid. A member will not be allowed to attend the weekly meeting unless quarterly dues are paid in full.

ARTICLE XIII Committees

Section 1: The president shall appoint all committee chairs. All appointments and completion dates to be designated per committee.

Section 2: Sergeant-at-arms calls the meeting to order, maintains order at the weekly meeting, holds the president accountable for starting and ending the meeting on time, passes the bucket, enforces all reminders at the weekly meeting, quiets all side talk, times the weekly speakers and greets the late guests.

Section 3: Communications chair maintains a list of the weekly program of speakers, trade shows and greeter and gives a copy of the program to each member and the vice president the first week of the month. This is an annual position to be appointed by the president prior to the annual meeting.

Section 4: Membership chair greets all guests, makes sure guests understand the cost and process of joining. Explains the voting procedures and helps guests fill out the membership application and arranges for the inspection. This is an annual position to be appointed by the president prior to the annual meeting.

Section 5: Visitation chair arranges to have each member visit another member, and arranges visitation schedule to be passed out the first week of the month. Visitation commercial given last week of the month. Member will give the commercial for the person they visited. This is an annual position to be appointed by the president prior to the annual meeting.

Section 6: Attendance chair explains the attendance requirements to the membership and takes attendance at the weekly meeting. Prepares a written report for the monthly board meeting; advises secretary to send out the warning letter when member exceeds allowable absences, (2 consecutive unexcused or 4

absences of any kind in a calendar quarter). This is an annual position to be appointed by the president prior to the annual meeting.

Section 7: Inspector meets with prospective applicant at their business to explain attendance requirements, referral minimums and recruitment obligations, fills out inspection form and gives an oral report to the membership on voting day. This is an annual position to be appointed by the president prior to the annual meeting.

Section 8: Business mixer chair arranges Four (4) after hour's meetings at a restaurant or country club per year, not at a member's place of business. The regular meeting will be canceled this week. This meeting is designed to encourage members to invite guests and spouses or significant others for the purposes of expanding the contacts of the chapter members and expanding the membership. This is an annual position to be appointed by the president prior to the annual meeting.

Section 9: Ethics chair will review all written complaints submitted about a member, and will form a committee of 3 non-board members if an investigation must be made. The ethics chair will, at the request of the party with the complaint, also make himself or herself available for a meeting between all parties to facilitate amicable settlement.

Section 10: Referral chair will put referral forms out on the table before the start of the meeting; will take referral forms out of the bucket and off the table at the conclusion of the meeting; will give an oral report of the total number of referrals passed the previous week and will give a written report the first week of the month to the chapter members and will track all dollars generated by each member.

Section 11: Mentor chair will monitor the progress of all new members including their referrals and attendance at the new member orientation.

ARTICLE XIV – Definitions

Section 1: All definitions below apply to the bylaws in their entirety, while definitions specifically placed within an article apply to that article only.

“Quorum”: A quorum exists only when the president or vice president in addition to three (3) other officers as set forth in Article IV, Section 1, are present.