

# BYLAWS OF THE BUILDING WITH NETWORKING

## ARTICLE 1. Name and Territorial limits

Section 1. This organization shall be known as the Building With Networking.

Section 2. The territorial limits of this organization shall be confined to San Diego County. These shall not be changed unless permission shall first have been obtained from the governing bodies of the Building With Networking currently having jurisdiction in such territory.

## ARTICLE II Objectives

Section 1. The objectives of this Organization shall be: To provide opportunities for members to enhance each other's professional and career advancement by providing a strong network of professional contacts, business leads, educational opportunities and mutual encouragement.

## ARTICLE III Membership

Section 1. Membership shall consist primarily of the Active class, as defined in Section 2 and there may be only two other classes of membership: Active Member Emeritus and Inactive Status.

Section 2. Active Membership

a. Except as herein provided in this section, the Active membership of this Organization shall consist of men and women who are elected to membership as provided in Article IV.

b. The Active class of membership may also include any person who has been an active Member (as defined in paragraph a of this section) for a period of twenty (20) years or more years, and who, by reasons of having either 1) reached age sixty-five (65) or (2) become permanently disabled and is no longer substantially engaged in their occupation. Any person elected to the type of Active membership described in this paragraph shall be known as an "Active Member Emeritus" and may be exempt from annual dues.

c. Notwithstanding the provisions of paragraph (a) of this section, no person with neither residence nor office located within the territorial limits of this Organization shall be eligible for Active membership (except Active Members Emeritus).

d. If at any time, an Active member (except an Active Member Emeritus) shall no longer have either residence or office located within the territorial limits of this Organization, membership herein shall cease ninety (90) days thereafter provided that all indebtedness to this Organization has been paid.

- e. Except as otherwise specified in these Bylaws, all reference to Active members shall include Active Members Emeritus.
- f. Active members shall be entitled to all of the privileges of this Organization.

Section 3. Inactive Approved Leave of Absence:

An Active member may request Inactive status from the Board of Directors. The Board of Directors will grant the Inactive status based on reasons beyond member's reasonable control for a specific period of time. However, during this time, dues will be due and payable.

#### **ARTICLE IV Admission to Membership and Resignation**

Section 1. Applicants for active membership shall be admitted to membership under the following procedure:

a. To be eligible for membership, the applicant must meet the following criteria:

- Be in business for at least one year.
- Have a legitimate business location.
- Not be a duplication of an existing member's occupation or profession.
- Not be a member of any other weekly lead or referral generating group.

b. An application for membership shall be submitted to the Secretary. It shall be signed by the applicant, giving full name, title, company and office address and telephone number; and it shall bear the endorsement of at least two Active members in good standing and shall be accompanied by the required membership dues and fees.

c. A member of the Board will visit the applicant's business to verify their application and report to the Board of Directors, which shall determine the applicant's qualification for membership.

Section 2. Active members shall be elected by a majority vote of the Board of Directors.

Section 3. Active membership shall automatically cease in the case of any member who is admitted to membership and who fails to attend four consecutive meetings (unless Inactive status was granted by the Board of Directors.)

Section 4. Any member may resign from this Organization provided all indebtedness to this Organization has been paid. The resignation shall be submitted in writing to the Board of Directors or effective by verbal mutual agreement.

## **ARTICLE V Discipline**

Section 1. Any Active member being two (2) meetings in arrears in the payment of membership dues, monthly fees, or any other indebtedness to this Organization shall automatically stand suspended. Such member, upon payment of such indebtedness may be reinstated by a majority vote of the entire Board of Directors.

Section 2. Any member who fails to attend three consecutive meetings (except approved Inactive Status) shall receive a notice forewarning of suspension status.

Section 3. Any member who fails to fulfill the referral requirement for two months in a row shall be sent a reminder letter. After the third month, if said referral requirement has not been met, a Dismissal Letter shall be sent to that Member and the membership will be terminated immediately.

Section 4. Any member charged with conduct unbecoming a member of this Organization and against whom such charges are sustained after due and proper hearing before the Board of Directors, may be reprimanded or suspended or expelled from membership. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall first be necessary to sustain the charges. The type of punishment to be imposed must then be separately voted by two-thirds (2/3) of the entire Board of Directors.

Section 5. Any person whose membership in this Organization has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Organization.

Section 6. Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

## **ARTICLE VI Officers**

Section 1. The Officers of this Organization shall be a President, an Immediate Past President, a Vice President, a Secretary, a Treasurer.

a. It shall not be presumed the Vice-President automatically resumes the President's slot the following year.

Section 2. Each officer shall be an Active member in good standing.

Section 3. All officers shall take office on the first day of April of each year following their election, and shall serve for a term of one

year, or until their successors shall be duly elected and qualified.

Section 4. The duties of the officers shall be as follows:

a. The President shall be the executive officer of this Organization and shall preside over all meetings of this Organization and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees. He or she shall perform such other duties as usually pertain to the office of President.

b. The Immediate Past President shall perform such duties as may be assigned by the President or the Board of Directors.

c. The Vice President, in the absence of the President, shall preside at all meetings of this Organization and the Board of Directors. The Vice President shall also perform such other duties as may be assigned by the President of the Board of Directors. The Vice President shall be responsible for keeping Attendance and shall collect funds in absence of the Treasurer.

d. The Secretary shall be responsible for keeping the records of membership, and minutes of the meetings of the Organization and the Board of Directors; shall present all bills to the Board of Directors for approval. This person shall submit a report at the annual meeting of this Organization and at such other times as the President of the Board of Directors may require. He or she shall submit to the proper officials and committees, or to this Organization, all communications received.

e. The Treasurer shall collect all funds due this Organization and shall deposit such funds in the Organization's official depositories, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall sign or countersign all checks, shall at all times have the Organization's accounts and books open to inspection by the President, the Board of Directors, or any authorized auditors. The Board of Directors, at its discretion, may require the Treasurer to make bond. The Treasurer shall make a report at the annual meeting of this Organization and at such other times as the President of the Board of Directors may require; and shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Organization.

f. There may be an Organization Executive (Executive Secretary, Executive Directors, etc.,) appointed by the Board of Directors, for period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. He or she shall have no vote and shall be the administrative head.

## **ARTICLE VII Board of Directors**

Section 1. The Board of Directors shall consist of nine members, usually five (5) officers and four (4) elected directors and the Organization Executive ex officio, (if one).

Section 2. Each Director shall be an Active member in good standing.

Section 3. Each year, at least four members will be elected to the Board of Directors to serve a 2 year term which will begin on the first day of April of the year of their election.

Section 4. The Board of Directors shall determine the policies and activities of this Organization, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees and have general management of the Organization and its affairs. The Board of Directors, may employ, or authorize the employment of, paid personnel and fix the terms and conditions of such employment.

Section 5. The Board of Directors shall meet once each month and at the call of the President.

Section 6. The Board of Directors may create an Executive committee composed of the President, the Vice President, the Secretary and the Treasurer. In the absence of the President, the Vice-President shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting following any such action. Unless disapproved by vote of the majority of the Board of Directors present at such next meeting, the action of the Executive committee shall be final to the same extent as though taken by the Board of Directors.

Section 7. All decisions of the Board of Director shall be final and binding upon this Organization unless 2/3 majority vote of the member ship determines otherwise.

Section 8. The President shall select two (2) former Board members, who are current members in good standing, to act as advisors to the Board who shall be called Trustees. Trustees are voluntary positions and have no voting priviledges on the Board.

## **ARTICLE VIII Nominations and Elections**

Section 1. The election of Officers and Directors shall be held on the next to the last Monday of March (Annual Meeting), of this Organization.

Section 2. At least two months before the Annual Meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare

nominations and to have general charge of the election, including the preparation, distribution, collection and counting of the ballots.

Section 3. The Committee on Nominations and Elections shall cause a ballot to be prepared presenting a slate of officers. Nominations from the floor will be permitted. Upon a second and if said floor nomination carry; said nomination shall be added to the proposed slate of officers. Such proposed slate of officers shall be voted on at the Annual Meeting, of this Organization. Write in nominations will not be allowed on the ballot.

Section 4. Voting shall be by secret ballot. Only Active members in good standing present at the annual meeting may vote. There is no voting by proxy.

Section 5. The nominee for the Board receiving a majority of all votes cast shall be declared elected. In event of a tie, an additional ballot or ballots shall be taken to determine which of two or more shall be elected based upon a majority vote.

Section 6. The Board of Directors will determine who shall serve as President, Vice President, Secretary and Treasurer.

Section 7. The Board of Directors will select from the Active membership, a replacement for the remainder of a term should an unexpected vacancy become available.

#### **ARTICLE IX Committees**

Section 1. There shall be the following standing committees:

- Hospitality (Social/Holiday Party)
- Membership
- Public Relations

Section 2. The members of each standing committee shall serve for a term of one year, commencing on the first day of April. All committee members shall be appointed by the President with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or the Board of Directors may direct.

Section 3. Special committees may be appointed by the President, with the majority approval of the Board of Directors and shall perform such duties as may be directed by the President.

#### **ARTICLE X Duties of Standing Committees**

Section 1. The Committee on Membership shall be responsible for recruiting and conducting an Open House quarterly or as the Board of

Directors determine. Said Committee shall also study and recommend to the Board of Directors ways and means of obtaining membership meeting standards and requirement prescribed in the bylaws of this Organization.

Section 2. The Committee on Public Relations shall develop recommended programs, to include press releases and advertising, which will create visibility for this Organization.

Section 3. The Committee on Hospitality is responsible for organizing one Social each quarter and coordinating the Holiday Party.

#### **ARTICLE XI Meetings**

Section 1. This Organization shall hold a weekly meeting and at such time and place as shall be determined by the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire.

Section 2. The Annual Meeting of this Organization is the first Monday of March.

Section 3. A fifty one (51%) quorum of Active members of this Organization shall be required for voting.

#### **ARTICLE XIII Revenue**

Section 1. Each member of this Organization (other than Honorary and Active Member Emeritus shall pay annual dues. Such annual dues shall be payable on the first day of January of each year.

Section 2. Honorary and Active Member Emeritus are not required to pay dues. Monies payable to this Organization may be waived during Inactive status.

#### **ARTICLE XIV Finance**

Section 1. The fiscal year of this Organization shall begin on the first day of January of each year.

Section 2. No later than July 01 of each year, a budget of estimated income and expenditures for the fiscal year shall be adopted by the Board of Directors.

Section 3. The Organization's book of accounts shall be available to the membership.

Section 4. The Board of Directors shall determine the official depository or depositories for Organization funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other document for the disbursement of such funds.

Section 5. Upon dissolution of this Organization, all remaining assets shall be transferred to a charity to be determined by the existing Board of Directors.

**ARTICLE XV Rules of Order**

"Roberts Rules of Order (Revised)" shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

**ARTICLE XVI Approval of Bylaws and Amendments**

Section 1. Any amendment of these Bylaws may be adopted by a two-thirds (2/3) vote of the Active members present at any meeting of this Organization; provided that written notice of the meeting and of the proposed amendment shall have been given to the members at least one meeting prior to the meeting and provided further that a quorum is present at the meeting.

Section 2. Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by two-thirds vote of the Active membership present.

Revised October 2007

DATE APPROVED: ..... LOCATION.....

Officers: .....  
President

.....  
Vice President

.....  
Secretary

.....  
Treasurer