

SPOKANE BUSINESS BUILDERS

BYLAWS

As Amended April 24, 2013

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 is 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, persons of good character and community standing who agree to abide by the terms and provisions set forth in these by laws. Under no circumstance shall any member have more than 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. 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 liability insurance. 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, if interested in being considered for membership, shall submit an application to the membership chair at any time during or following their attendance at 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 applicants 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 due to any religious, racial, or sexual bias.

- (1) An Applicant's presentation must include:
 - (A) Education/employment background;
 - (B) Current business and position;
 - (C) What the prospective member hopes to bring to SBB;
 - (D) What the prospective member hopes to gain from SBB;

(d) There shall be a non-refundable application fee of \$150.00 due within two (2) weeks of being voted into 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.

(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, an overlap of occupations may 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 said representation is subject to board approval.

(j) A member of SBB may only advertise and/or solicit business within the particular category they presently hold within SBB. Without prior Board approval, 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) An alternate may represent the member up to eight (8) times per year, if that person represents the same company. The alternate described above cannot hold any office or committee position and has no voting rights.

(c) 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.

(d) 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 duration of the “Leave of Absence” will be determined by the board.

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

ARTICLE V Obligations

Section 1: By agreeing to the bylaws members are committing to the following:

- (a) Utilize fellow member’s products and services whenever possible.
- (b) Invite new guests to promote memberships.
- (c) Report any breach of ethics, in writing, to the Ethics Chair.
- (d) Provide a minimum of three (3) referrals per quarter, or pay a fine of \$10.
- (e) Always conform to SBB bylaws and subsequent changes.
- (f) 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: Any and all complaints 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 altogether, any member of the group for good cause shown.

Notwithstanding the previous sentence, if two (2) or more gathered SBB members witness a violation of Article III, Section 1, subsection (j), 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" 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.
- (d) 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, request a written response from the accused, and then take any other action deemed necessary to investigate the alleged violation. Thereafter, the Committee shall report its findings to the SBB Board. Upon receipt of the Ethics Committee report, the SBB Board shall review the report, consider any recommendation(s) made by the Ethics Committee, and then decide by majority vote what action shall be adopted. Thereafter, the decision of the SBB Board shall be communicated to the accused, then to the accuser and then to the membership of SBB. A letter setting forth the SBB Board determination shall only be issued upon written request of the member accused.

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 group at any time; however, no resignation shall serve to void any existing debt owed to SBB by the resigning member. 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 members-at-large and the most recent past president. The president and members-at-large will be voted on by the membership annually. The newly elected president will select all other officers (vice-president, secretary and treasurer.) Any vacancies thereafter 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. The president shall appoint all committee chairs.

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

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

Section 5: The treasurer will maintain all financial records and give monthly and quarterly reports at the board meeting. The treasurer is responsible for maintaining a bank account. The treasurer will also prepare and distribute quarterly invoices to each SBB member.

Section 6: The president will appoint a Sergeant-at-Arms who will call the meeting to order, maintain order at the weekly meeting, hold the president accountable for starting and ending the meeting on time, pass the bucket, enforce all reminders at the weekly meeting, quiet all side talk, ensure that weekly speakers do not exceed allotted time and greet late arriving guests.

Section 7: The two (2) members-at-large are 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 and forward a copy of said file to the treasurer. The members-at-large represent the general membership at the board meetings and are responsible for communicating members' concerns to the board of directors at each 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.

Section 2: The president may be removed from office for failure to abide by the terms and provisions of these bylaws, including non-attendance at the

presidents/vice presidents meeting and for failing to follow meeting procedures and the meeting guide.

Section 3: All directors must be members in good standing.

Section 4: 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 held the second week of December in conjunction with our 4th Quarter Mixer.

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

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

Section 4: In the event of a SBB Board vacancy the board of directors will fill the vacancy by majority vote.

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

ARTICLE XI Meetings

Section 1: SBB will hold weekly meetings from 7:00 a.m. - 8:30 a.m. Other meeting times may occur at the direction of the board of directors, set by majority vote. The meeting room shall 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 unless approved by the SBB board. 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 are to be aired openly in a meeting. Any problem should be directed to the board or the ethics committee through a Member-at-Large Representative as stated in Article VIII, Section 7. The president will only discuss items set forth on the meeting guide.

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 by majority vote. New member 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 10% of principle balance will be added beginning the 31st day.

Section 2: A member will not be allowed to attend the weekly meeting unless quarterly dues are current.

ARTICLE XIII Committees/Officers/Chairs

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

Section 2: Communications chair maintains a list of the weekly program of speakers, trade shows and greeter. This is an annual position.

Section 3: 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.

Section 4: 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.

Section 5: Inspector meets with prospective applicant at their business to explain membership and 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.

Section 6: Business mixer chair arranges four (4) after hours meetings per year, one per quarter. The regular meeting will be canceled the week of the mixer. The mixer is designed to encourage members to invite guests and spouses or significant others for the purposes of expanding the contacts of the members and expanding membership. This is an annual position.

Section 7: Ethics chair will review all written complaints submitted about a member, and will form a committee of 3 non-board members, when necessary. 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 8: Referral chair will put referral forms out on the table before the start of each meeting; will take referral forms out of the bucket and off the table at the conclusion of each 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 9: 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”: For purposes of a Board meeting, a quorum exists when the president or vice president and at least three (3) other officers as set forth in Article VIII, Section 1, are present.