

B.R.I.D.G.E.S. NETWORKING L.L.C.

BY-LAWS

ARTICLE I – NAME, PURPOSE

Section 1 – NAME

The name of the organization shall be B.R.I.D.G.E.S. NETWORKING L.L.C. and shall hereafter be referred to as B.R.I.D.G.E.S. or B.R.I.D.G.E.S. NETWORKING L.L.C. interchangeably.

Section 2: PURPOSE

The B.R.I.D.G.E.S Networking organization is exclusively formed for the purpose of business networking and collaboration. Including but not limited to lead generation, camaraderie, and business education.

Section 3: STRUCTURE

A) Clubs

- 1) Definition: Regional collection of exclusively affiliated businesses persons
- 2) Locations: Geographic establishment for individual clubs shall be approved by the Board of Directors.

ARTICLE II – MEMBERSHIP

Section 1: Definition

Membership shall consist of businesspersons in and around the community served by any existing local club.

Paragraph A. Qualifications:

- 1) Membership shall belong to actual persons and not business entities.
- 2) Members shall be principally involved in the promotion of their represented business. While it is not necessary to be engaged “full-time” it is expected that the represented business will be the members primary classification.
- 3) Each member shall be allowed a single business classification per club and may not represent said classification in more than one club except under the following exceptions;
 - a) the member is involved in the development of a new club expansion and may participate in the new club without forfeiting their current club membership. Dual participation shall last until a suitable replacement for their business classification can be found or for one year whichever is less.
 - b) members of other clubs may attend clubs where their specific business classification has not been filled.
- 4) Membership shall be at the approval of the individual club membership committee and the individual club membership *and shall be determined on the basis of each new member will contribute to the overall benefit of the club as a whole, and to the furtherance of the B.R.I.D.G.E.S. purpose statement.*

5) Membership shall not be denied on the basis of sex, religion, race, color, creed, national origin, or political affiliation.

Section 2 – Discipline/Removal

Membership is for the mutual benefit of the individual and the group. Membership may be terminated by the individual at any time, however, courtesy would suggest as much advance notice as possible so as to allow time to publicize perspective vacancies. Membership may be terminated by B.R.I.D.G.E.S. if it is determined that mutual benefit is not being met. Conditions shall include, but not be limited to:

1) Excessive absence. It is expected that members attend a minimum of 75% of quarterly meetings unless notification has been made for excused absence.

a. Excused absences:

- i. The member is away on business.
- ii. The member is ill
- iii. The member is out of town on vacation
- iv. The member is taking a guest to a different B.R.I.D.G.E.S.meeting.
- v. The member is volunteering at a new B.R.I.D.G.E.S.club start up.

Section 3: Reasons for Initiating Removal.

- 1) Failure to fulfill the responsibilities of membership, as defined in these bylaws.
- 2) Engaging in behavior that is flagrantly disrespectful and/or embarrasses the club.
- 3) Failure to maintain good membership standing.

Section 4: Procedure for Removing Members.

Any member in good standing with the club may bring charges against another member by presenting his/her concerns to the Membership Committee. The member identified in the complaint must be notified via e-mail or telephone by the Membership Committee for the reason of the proposed removal two weeks in advance of a vote by the Membership Committee to consider removal. The member identified in the complaint will be given the opportunity to present his/her case to the Membership Committee prior to any vote on his/her membership. To revoke membership, the Membership Committee will vote at a prescheduled meeting. A majority of the normal quorum present at that Membership Committee meeting must vote for removal in order for the expulsion to become official. If the member against whom the complaint is brought is a member of the Membership Committee, a temporary alternate shall be appointed by the remaining members of the Membership Committee to fill in for the person that the complaint was against for purposes of the expulsion vote.

ARTICLE III – CLUB LEADERSHIP

Section I – Officers

Officers shall consist of the Club President and the Club Delegate. Each officer shall serve for a one-year term.

Section 2 – Duties

The Club President shall be responsible for the weekly oversight of the club meeting and may make appointments to committees and other assignments as deemed necessary.

The Club Delegate shall have oversight of the weekly presentation and shall make assignments as deemed necessary for the successful flow of the club.

The Club President and the Club Delegate shall serve on the Board of Directors.

Section 3 – Qualifications

Club President shall be a member in good standing for a minimum of one (1) year. Club Delegate shall be a member in good standing for a minimum of six (6) months.

Section 4– Selection

President and delegate shall be elected by majority vote at the regular club meeting that shall fall two weeks prior to the Annual Meeting.

Section 5 – Committees

Each local club shall have authority to establish committees as are necessary for their individual functioning. Each local club shall have as a minimum a membership committee comprised of no less than 3 and no more than 5 members.

Section 6– Vacancies

In the event an officer is unable to fulfill the term of their office, local clubs shall elect a replacement for the remaining term at a regular club meeting not less than two weeks and not more than 4 weeks after the vacancy.

ARTICLE IV – ANNUAL AND SPECIAL MEETINGS

Section 1: Annual Meeting.

The date and location of the regular annual meeting shall be set by the Board of Directors for the fourth (4th) quarter of the calendar year.

Section 2: Special Meetings.

Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice.

Notice of each meeting shall be published on the B.R.I.D.G.E.S. website not less than thirty (30) days before the meeting in addition to verbal announcements at the respective club meetings not less than 30 days prior to said meeting.

Section 4: Order.

All annual meetings of B.R.I.D.G.E.S. Networking shall be conducted in accord with Robert's Rules of Order.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of B.R.I.D.G.E.S. Networking L.L.C. The Board shall consist of not fewer than one member from each club and not more than two members from each club. The board receives no compensation.

Section 2: Meetings.

The Board shall meet at least once per calendar quarter, at an agreed upon time and place.

Section 3: Board Members.

Board members shall consist of local Club Presidents and Delegates.

Section 4: Terms.

All Board members shall serve one year terms, but are eligible for re-election.

Section 5: Quorum.

A quorum must be attended by at least 60 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice.

An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7. Officers and Duties:

The Board of Directors shall consist of a Chair, Vice Chair, Secretary and Treasurer. Officers shall be selected from among the Board of Directors. The office of Secretary and Treasurer may be filled by a single individual.

Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a

year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings.

Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notice of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE VI – COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc.

The Board Chair appoints all committee chairs.

Section 2: The Board officers serve as the Executive Committee.

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee.

The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the organizational membership.

Proposed amendments must be submitted to the Secretary to be sent out with regular announcements for the Annual meeting or Specially Called Meetings.

These Bylaws were approved at the charter meeting of the organizational membership of B.R.I.D.G.E.S. NETWORKING L.L.C. on April 22, 2011.