

# BYLAWS

## Article I - Name

This organization shall be known as the Whittier Network Connection and shall be entitled to use such name as long as a simple majority of the membership consents to such use.

## Article II - Purpose

**Section 1:** The organization consists of business persons dedicated to the ideals of bettering their respective careers through the interchange of professional and social contacts. Each occupational endeavor may be represented by only one member and conflicts of interest are not allowed.

**Section 2:** A referral is defined as a contact between two members or when one member generates a contact between a non-member and another member, which may become a business transaction.

**Section 3:** The primary goal of this organization shall be to expand the business contacts between members, and between members and the community at large.

**Section 4:** The organization shall not be used in any way to participate in activities that are not included in Sections 1. through 3. above.

## Article III - Membership and Classification

**Section 1:** Membership in this organization shall be of the active class only. The Board of Directors may extend to any member in good standing a "Leave of Absence" for a period of up to one month. An extension of a "Leave of Absence" must be reviewed and approved by the Board of Directors at the end of the term originally granted.

### Section 2:

(a) The active membership of this organization shall consist of business persons of good character and each member shall have one vote.

(b) The active membership of this organization shall be composed of people who work full time at their respective occupations.

(c) Prospective new members must attend two (2) consecutive meetings and then submit a written application to the Membership Chairperson along with check for membership dues. Prospective members will not attend an additional meeting until a written membership vote is taken. Voting by proxy is not permitted. Three no votes shall be sufficient to deny membership. This organization will not discriminate with a bias towards race, religion, gender or sexual preference.

(d) Only one member from each occupation, or business category, is allowed. If a prospective new member is employed in an occupation that is currently represented by an active member, the active member has the right to deny the application. If a member wants to represent an additional business category, that member must submit an additional application and pay additional dues for membership consideration and approval or denial. No member may hold more than three (3) business categories.

(e) An alternate may represent the member at meetings if that alternate is employed by and represents the same company.

(f) Memberships cannot be sold and are not transferable. Prepaid membership fees may not be refunded on a pro-rata basis in the event a member desires to terminate his or her membership.

(g) Membership shall be owned by the individual or the company which pays the initial membership fee and renewal fees. If the individual or company leaves the organization, rights to the membership are forfeited.

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

(i) If a 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.

(j) Company memberships are terminated if the company is sold. New owners may apply for membership and pay the membership fee.

(k) Members may not belong to other exclusive networking groups.

**Section 3:** Any member may resign at any time, provided that all his/her indebtedness to the organization 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 not refundable.

## **Article IV - Termination of Membership**

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

(a) I will attempt to have a fellow member satisfy my business or personal needs whenever possible.

(b) I will attempt to recruit at least one new applicant who becomes a member every year.

(c) If I or my alternate miss two consecutive un-excused meetings, or we miss four (4) excused or unexcused meetings during any thirteen-week period, then the membership will be subject to forfeiture. Attendance will be recorded and maintained by the Secretary.

(d) I will report any breach of ethics to the Board of Directors.

(e) If I, or my company, fails to pay the membership fee or fails to keep current with renewal fees, then the membership will be subject to forfeiture.

(f) I will abide by and conform to the bylaws of the organization and any subsequent changes to them.

If it comes to the attention of the Board of Directors that a member has not kept his/her promises, then the Board may take any action that it deems appropriate at the time. The action that the Board may take includes, but is not restricted to, fines, probation, suspension or termination and forfeiture of membership.

**Section 2: Code of Ethics.** The Board of Directors is authorized to suspend from membership for a period not to exceed one year, or to expel from membership any member of this organization for good cause.

The term “good cause” as used herein is defined as any conduct that brings the member, or this organization, or other members, into public disrepute or is contra to the purpose for which this organization is formed.

## **Article V - Officers**

**Section 1:** The officers of this organization shall be a President, Vice President, Secretary and Treasurer who shall be elected annually. Officers may hold an office for not more than five consecutive terms or until their successors are duly elected or appointed as provided by these bylaws. In the event that an office becomes vacant for any reason, the vacancy shall be filled forthwith by vote of the remaining officers

**Section 2:** The President shall serve as the executive officer of the organization, preside at all meetings of the membership, be an ex officio member of all committees, exercise general supervision over the affairs of the organization, perform such other duties as are ordinarily incumbent upon a President and report to the Board of Directors. The President shall appoint a Sergeant-at-Arms as a non-officer position to assist the President with flow of business meetings including, but not limited to, Flag Salute, time-keeping, and updates.

**Section 3:** The Vice-President shall perform such duties that are ordinarily incumbent upon the Vice-President including, but not limited to, creating and maintaining the weekly schedule for speakers and showboats, 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, maintain weekly statistics including but not limited to leads, attendance, and fines; 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 organization which shall include all records of membership initiation fees, annual dues, fines, and all monies collected and disbursed. The Treasurer shall prepare quarterly and annual statements for the organization and generally perform such duties that are ordinarily incumbent upon a Treasurer.

## **Article VI - Directors**

**Section 1:** This organization shall be governed by the Board of Directors.

**Section 2:** There shall be a Board of Directors which shall consist of all the officers identified in Article V plus one past President, 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 a directorship becomes vacant for any reason, 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.

**Section3:** The Board of Directors shall have control and management of the organization’s activities, determine all policies, discipline members, and generally supervise the affairs of the organization.

**Section 4:** The Board of Directors shall meet at the discretion of the President, and at least once every quarter. A majority of the Board of Directors shall constitute a quorum for the transaction of business. A

simple majority vote of those present (a quorum is required) shall be necessary to give effect to any action of the Board.

**Section 5:** The liability of directors to the general membership is limited to the monetary damages for breach of fiduciary duty, sustained by a member, except in the case of liability: (i) for acts or omissions that involve intentional misconduct or a knowing and culpable violation of the law; (ii) for acts or omissions that a director believes to be contrary to the best interests of the organization or its members or that involve the absence of good faith on the part of the director; (iii) for acts or omissions that show a reckless disregard for the director's duty to the organization or its membership in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the organization or its members; or (iv) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the organization or its members.

**Section 6:** The organization will attempt to provide for the indemnification of the directors, officers and general membership to an amount to be determined at a later date.

## **Article VII - Election Procedure**

**Section 1:** The election of officers and directors shall be held at a regular meeting prior to the end of March, each year. The President shall determine and announce the election date at least six weeks in advance. The annual meeting shall be held during the month of April, each year. The President shall determine and announce the date of the annual meeting at least two weeks in advance.

**Section 2:** Voting shall be by written ballot and shall not be cumulative. Proxies and absentee ballots are not allowed.

**Section 3:** At a regular meeting, at least six weeks in advance of the election, the President shall appoint a Nominating Committee. The committee shall consist of any five members other than members of the Board of Directors. The duties of the committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for the election of such officers and directors.

## **Article VIII - Meetings**

**Section 1:** This organization shall hold regular weekly meetings, in-person or virtual, on Tuesday mornings. The meetings will start promptly at 7:15 a.m. and end by 8:30 a.m. Open networking may occur between 7:00 a.m. and 7:15 a.m. and after meeting completion. Meetings will not be held during weeks of Whittier Chamber of Commerce Wake-Up Whittier events or when following a federally observed Monday holiday.

**Section 2:** The annual meeting of the organization shall be scheduled for the month of April, at a time and place to be determined by the President. It is at this meeting that all new officers and directors, recently elected, are to be installed.

## **Article IX - Revenues**

**Section 1:** Each prospective member of the organization shall pay quarterly pro-rated membership dues plus following year's annual dues based on Submitted Application Date, according to the following schedule:

Submitted Application Dates:

**January – March:** \$150.00 - Full year of membership dues, no additional pro-ration

**April – June:** \$262.50 - 3 Quarters pro-rated membership dues (3 x \$37.50) plus following year's membership dues

**July – September:** \$225.00 – 2 Quarters pro-rated membership dues (2 x \$37.50) plus following year's membership dues

**October – December:** \$187.50 – 1 Quarter pro-rated membership dues (1 x \$37.50) plus following year's membership dues

Full payment of all dues owed is a prerequisite to admission to membership, payable prior to becoming a member. Membership dues are nonrefundable unless the applicant is refused membership.

**Section 2:** Annual membership dues are payable in advance. They are due during the month of January. Annual membership dues amount to one hundred fifty dollars (\$150.00) per year.

**Section 3:** Breakfast dues, if required, are payable one quarter in advance. The amount to be determined by the Treasurer.

## **Article X - 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 organization.

**Section 2:** The current standing committees are:

- a) The Membership and Recruitment Committee
- b) The Public Awareness Committee
- c) The Referral Development Committee

**Section 3:** Additional Ad Hoc Committees may be created as needed for a period not to exceed one year

## **Article XI - Fines and Rewards**

Fines and rewards are a way to generate some fun, interest, involvement, and attention to the purpose and goals of the organization.

**Fines:** Listed below are those situations that generate fines. Fines should be paid to the treasurer within 24 hours.

- 1. No Name Badge: \$1.00
- 2. Mystery Host: \$1.00
- 3. No Referral: \$1.00

4. Late to Meeting (after the flag salute): \$1.00
5. Excused Absence: \$1.00
6. Unexcused Absence: \$5.00
7. Failure to provide assigned Showboat or Speaker function without arranging substitute: \$10.00
8. Leave Early: \$1.00
9. Other Items: \$1.00 to \$10.00 (President's Option)

**Rewards:** Listed below are those situations that generate rewards. Rewards should be collected during the meeting.

1. 4 or more leads at one meeting \$1.00
2. More than 1 guest at a meeting 1.00 / guest

## **Article XII - Amendments**

Any amendment of these bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of this, quorum being present. Written notice of the proposed amendment shall have been given to the membership at least two weeks prior to the meeting. There shall be no voting by proxy or absentee ballot.