

**BY LAWS
JERSEY SHORE BUSINESS NETWORK, INC.**

Established July 1998



Mission Statement

The Jersey Shore Business Network, Inc. is an organization of business professionals dedicated to honest, ethical, and moral business standards. The purpose of this organization is the exchange of business referrals. Each business category is represented by only one member and conflicts of interest are not allowed.

Article I-Name

This organization shall be known as the **Jersey Shore Business Network, Inc.**

Article II-Purpose

Section 1: The **Jersey Shore Business Network, Inc.** is a group of business professionals, committed to improving their respective careers through the exchange of referrals. One member represents each business category or occupation, and conflicts of interest are disallowed.

Section 2: A referral is defined as a contact initiated by a member that contains the potential to generate a business transaction for a member. The contact must be expecting to be contacted by the member.

Article III-Membership and Classification

Section 1: Members must maintain an active status.

- a) The Board of Directors has the right to grant a "leave of absence" to a member in good standing, based on a Board of Director's vote, after reviewing the members' participation in the organization. The leave of absence can be for vacation, illness, or other personal reasons. The member must request a specific time, not to exceed one month. If the member needs to extend the leave of absence, he/she must make such a request in writing and must be reviewed by the Board of Directors. A Member in "Good Standing" is defined as a member who is up to date on his or her dues and has not had two consecutive quarters of non-referral compliance immediately prior to the request. During the Leave of Absence, the member shall not be held accountable for referrals or attendance.

Section 2:

- a) The active membership shall reside within the community or have community interest within the local area. Each member is given one vote.
- b) The membership of this group will fill a specific category. Members may only occupy one category and must work full time in that category.
- c) Prospective members must attend at least two consecutive meetings and apply to the membership chairperson. A group social is considered a meeting. Prospective members cannot attend a third meeting. If an application has been submitted, a membership vote will be taken at the third meeting, and proxy votes will not be allowed. Three (3) no votes shall be sufficient to deny an applicant membership unless there are more than thirty members. If the group has more than 30 members, then twenty percent (20%) of negative votes will be required to deny a prospective membership application. The Board of Directors shall have the authority to override the no votes in a quorum vote if; the no votes were cast for the purpose of keeping a prospective member out for the purpose of saving category coverage for a member who is not holding that category, or for any type of religious, racial or sexual bias.
- d) SPEAK-OFF. If two people apply for the same category within a two-week interval, a speak-off will occur in the third week. A five-minute presentation by each person will be required at that meeting. Ballots will be passed and the person receiving the majority of written votes will become the member. Inspections and membership checks must be completed prior to the speak-off.
- e) An alternate may represent the member. The Board of Directors must approve any alternate in writing. An approved alternate must attend 10 meetings a year, but never more than 3 consecutive meetings. The alternate cannot hold any office, or committee positions and has no voting rights.
- f) Memberships cannot be sold or transferred.
- g) Occasionally, a slight overlap of occupations will occur, and conflicts of interest become apparent. If an existing member anticipates a conflict, he or she will advise the membership chairperson, at which time the Board will be notified. The prospective members must then submit a letter outlining how he or she will specifically represent the group. The Board of Directors must approve the letter.
- h) The individual who is applying for the category shall be the owner of the membership.
- i) If an individual changes employers or categories, the changes must be approved by the Board of Directors.

Section 3: Any member may resign from **Jersey Shore Business Network, Inc.** if all his or her indebtedness has been paid. Resignation must be submitted to the Board of Directors in writing. All membership fees are non-refundable.

Article IV

Section 1: Members must adhere to the following practices:

- a) Always have a fellow member satisfy business or personal needs whenever possible.
- b) Bring at least 1 potential member guest to meetings in each calendar year of membership.
- c) Provide a minimum of two (2) business opportunity referrals to any other group members each month.
 - 1. New Members will be given a grace period of 2 consecutive quarters after the start of their membership to come into compliance with referrals
- d) In the event that a member (or the approved alternate), does not give 6 referrals for 2 consecutive quarters, then the membership shall be subject to forfeiture. The member shall be notified in writing or by e-mail, by the President or his Designee that he/she is in violation of the Referral Policy and will be given 10 days to respond to the Board of Directors. If no response is received, the membership will be forfeited.
- e) In the event that a member (or the approved alternate) misses more than 66% of the scheduled meetings in a quarter, without prior written notice with a reason acceptable to the Board of Directors, then the membership shall be subject to forfeiture. The member shall be notified in writing or e-mail, by the President or his Designee that he/she is in violation of the attendance policy and will be given 10 days to respond to the Board of Directors. If no response is received, the membership shall be forfeited.
- f) To report in writing, any known unethical activity, by another member, to the Ethics Committee.
- g) Display other member's brochures in your place of business if possible.
- h) Comply fully with the Code of Conduct of the Jersey Shore Business Network, Inc.
- i) Members shall not belong to any other referral group, leads or tip organizations, when joining or while a member of JSBN. Any member who is found to be a member of such group shall forfeit their JSBN membership immediately.

Section 2: Any member who has not paid his quarterly dues by the 2nd meeting of the quarter shall be assessed a fine of \$25.00. Any member who is in arrears in the payment of dues after 30 days SHALL BE SUSPENDED and shall be so notified in writing or e-mail by the President or his designee. To remain a member after the 30 days has passed, the suspended member must within 15 days of the suspension date, pay his/her dues AND a \$50 fine, and upon making written application for reinstatement to the Board of Directors, may by a majority vote of the Board of Directors (quorum required), be reinstated. If no written response has been received during the 15-day Suspension period, then the membership shall be forfeited.

Suspension is defined as members voting and all other rights being terminated during the term of the suspension.

Termination is defined as a member being immediately and completely terminated from the group; however, any liabilities created as a direct result of any act(s) of the member prior to the Termination, shall remain the obligation of the terminated member and not of the group.

Section 3: At the discretion of the Board of Directors, any member, without excuse, who fails to regularly attend meetings or does not participate in the group activities, may, upon majority vote of the Board of Directors (quorum required), be terminated from the group. Written notice or E-Mail of Termination shall be sent by the **President or his designee** to the member. The Board of Directors shall review periodically, each member's participation in the group's activities based upon the following criteria:

a) Attendance at regular meetings, which is **VITAL TO THE SUCCESS OF THE ORGANIZATION.**

b) Participation in Group activities and functions, i.e. socials, luncheons, trade shows, business card exchanges, etc.

c) Guest invitations and number of new members sponsored.

d) Number of business opportunity referrals generated.

Section 4: The Board of Directors is authorized to suspend or terminate a member of the group "FOR CAUSE", which is defined as.

a) Any conduct involving vulgarity is generally offensive, or that is socially unacceptable.

b) Any disreputable acts that diminish the public's image of the group or any of its members.

c) Any activity that violates the founding purpose and or goals of the group.

d) Willful failure or refusal to adhere to these bylaws.

e) Conviction of any crime(s).

f) Conduct unbecoming a member or which causes severe embarrassment, either personally or in the business community, to any other member of the group.

g) Engaging in any personal or business misconduct of such a serious nature, that a continued presence in the group, may be detrimental to the group or any of its members.

h) Willful failure to pay any just debt, which is owed by the member.

Section 5: The Chairman of the Ethics Committee shall receive all alleged "For Cause" violations in a written format (with a copy to the President) and shall then review and investigate (as required) them with the committee unless the chairman is the alleged violator. In that event, the President shall receive the written violation and immediately appoint an alternate Chairman and or another member to the committee. The Ethics Committee shall use the formula listed in Section 5.1 to validate the alleged violation. Following the review and any subsequent investigation, a written summation with any recommendations will be submitted to the President for appropriate action. That action is to

immediately call a meeting of the Board of Directors and the alleged violator. All present will be provided with a written copy of the Ethics Committee report, and a final review of the matter will be conducted for the specific purpose of resolving the matter. A quorum of the Board of Directors is required, and Roberts Rules of Order will be followed. The Board will then excuse the violator, deliberate on the matter, and shall vote their conscience. **The vote of the Board of Directors shall be final and binding.**

Section 5.1: Ethics Check Formula (If the answer to any of these questions is no, the violation is validated and subject to investigation and review)

- A. Is it legal? Has the member violated any civil law, our Code of Conduct or the JSBN By-Laws?
- B. Is it balanced? Is it fair to all concerned in the short term as well as the long term? Does it promote win-win relationships? Has the action or inaction benefited one person at another person's real expense?

Article V- Officers

Section 1: The officers of this group shall be a President, Vice President, Secretary, Treasurer, Sgt. at Arms, who shall be elected annually. Officers may hold an office until their successors are duly elected or appointed as provided by these bylaws. In the event any office becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by Board of Directors.

Section 2: The President shall serve as the executive officer of the group, preside at all meetings of the membership, be an ex officio member of all committees, exercise general supervision over affairs of the group, perform such other duties as are ordinarily incumbent upon a President and report to the Board of Directors.

Section 3: The Vice President shall perform such duties that are ordinarily incumbent upon a Vice President 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 and shall conduct all correspondence as may be required by the President of the 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 group, which shall include all records of membership initiation fees, dues, fines and all monies collected and dispersed. The Treasurer shall prepare quarterly and annual statements for the group and generally perform such duties that are ordinarily incumbent upon a Treasurer. The Treasurer shall prepare and present to the group a monthly financial report. The report shall be presented at the 2nd meeting of each month. The Treasurer shall prepare an annual budget for the group, which will be presented to and approved by the Board of Directors prior to presentation and approval by the General Membership.

Section 6: The Sergeant at Arms shall be responsible for maintaining order at weekly meetings, the collection of dues and fines from members, and perform such other duties as may be assigned by the president or the Board of Directors.

Section 7: (Term Limits) Any member elected as an Officer may only serve a maximum of two (2) consecutive one- year terms in that position. At the conclusion of that term, the Officer must seek another position or step down for a minimum of 1 year before seeking election to any office or Member at Large Position.

Section 8: If no one runs for an open office as created by these term limits, the Officer shall remain in that position until the Board of Directors appoints someone to fill that position.

Article VI- Board of Directors

Section 1: There shall be a Board of Directors, which shall consist of the President, the immediate Past President, the Vice President, the Secretary, the Treasurer, Sgt at Arms and two members at large to be elected by the membership, all of whom have the right to vote. The President shall preside over the Board of Directors and be the Chairman of the Board. In the event of a directorship becoming vacant for any reason whatsoever, 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. Each director shall be an active member in good standing.

Section 2: The Board of Directors shall have control and management of the group's activities, determine all policies, discipline members, and generally supervise the affairs of the group.

Section 3: The Board of Directors shall meet once per month, or as determined by the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those present (quorum required) shall be necessary to give effect to any action of the Board.

Article VII- Election Procedure

Section 1: The election of officers and directors shall be held at a regular meeting before November 30th. The annual meeting and Installation of Officers shall be at the first regular meeting in January.

Section 2: Voting shall be by written ballot and shall not be cumulative. There shall be no voting proxy or absentee ballot. When there is an uncontested election for a position on the Board of Directors or Officers, a vote by Affirmation at the meeting shall be done.

Section 3: At a regular meeting of the group, prior to October 15, the President shall appoint an Election Committee consisting of two Election Chairpersons. The chairpersons shall be any members who are not currently in office and interested in re-election. The Election Chairpersons shall contact each member who is eligible to run for office, to ascertain if there is any interest. No one should be nominated for an office unless he/she has consented to his or her name being entered in such election.

Section 4: At the second meeting in November, the list of Candidates shall be submitted in writing to the Board of Directors and on the Floor during the regular meeting. Each candidate as he/she is announced must be nominated and seconded to be added to the election ballot.

Section 5: On Election Day, which shall be the last meeting in November, the Election Committee Chairpersons shall be responsible for issuing ballots to each member as they arrive for the meeting, and

for placing said ballots in a ballot box to be selected by the Chairpersons. Each ballot shall be signed for. The election shall be opened from 7:15 a.m. until 7:45 a.m. When the election is closed, the chairpersons shall adjourn to a separate area to count the elections ballots and then shall turn over the results to the President, who shall read the results officially into the minutes of the meeting. A majority of votes shall be required in order to win an election. In the event there is only one person running for a office, then the President shall cast the one vote required for election purposes. In the event of a tie for the election, a run-off election shall be held at the next meeting. If the tie exists after the run-off, the tie shall be decided by a majority vote by the Board of Directors and the following Board of Directors meeting.

Section 6: In case of a vacancy in the office of President, the Vice President shall succeed to the office. Vacancies in any other office will be filled by the Board of Directors.

Section 7: In the event, after election and prior to installation, a disability or inability of an officer-designate or director, the position will be filled by the Board of Directors.

Section 8: Eligibility. For a member to be eligible to run for office, he/she must meet the following criteria: Be member in good standing and have been a member for a minimum of one (1) year. Only members in good standing may vote. If there are no members nominated with more than 1 year of membership, then a person with less than the required time may be nominated.

Section 9: A quorum of a general meeting of the group shall be defined as an amount equal to or greater than 50% plus one of the active members present.

Article VIII- Meetings

Section 1: This group shall hold a weekly breakfast meeting starting on such day, time and place as shall be determined by the Board of Directors. The meeting shall feature group members only as Speakers and Greeters. The format of the meetings may be changed upon approval of the Board of Directors. Problems or complaints will not be aired at the regular meeting but will be referred to the Board of Directors. The group may hold such meetings as the Board of Directors may desire. The regular business meetings shall end within 45 minutes of the scheduled start time, except on special occasions as approved by the Board of Directors.

Section 2: Badges shall be worn at all weekly morning meetings.

Article IX- Revenue

Section 1: Each new member of this group shall pay an application fee. The payment of said fee is to be pre-requisite to membership payable prior to becoming a member. Membership fee is **non-refundable** unless the applicant is denied membership.

Section 2: The Dues of the Group, the amount of which is set by the Board of Directors, shall be due and payable to the Treasurer of the Group in quarterly amounts. The quarterly dues for the Group are due to the Treasurer of the Group on the first meeting of each quarter in January, April, July and September.

Section 3: The fiscal year of this group shall be from January 1st of each year until December 31st of the same year.

Section 4: A member shall be regarded in good standing if he or she is not more than 15 days in arrears in payment of any indebtedness. (Not including weekly fines)

Article X- Committees

The Board of Directors shall determine the number and purpose of all committees necessary to achieve the objectives of this group.

Section 1: The President, with the Board of Directors approval, shall appoint a chairperson and members for all operating committees and shall announce these appointments or any changes within 30 days.

Section 2: The Marketing and Outreach Committee shall promote periodic social events for all members and spouses. These social activities shall be held at places approved by the general membership and will replace the regular weekly business meeting. This committee shall also set objectives to increase membership, promoting the group and filling any vacant categories

Section 3: The Committee on Membership shall be responsible for examining all membership applications, ensuring that any conflict questions are resolved, interviewing all applicants and making the appropriate recommendations to the membership with respect to endorsing or not endorsing a candidate.

Section 4: The Ethics Committee shall be comprised of three (3) active members and shall report to the Board of Directors.

Section 5: The Program Coordinator shall publish a 90-day schedule consisting of a minimum of 1 Greeter and 1 Speaker for each business meeting. Each member shall have the opportunity to speak at least once during the 90 days. The Speaker has the option of bringing and presenting literature or any other printed materials that promote his/her business on the day that he/her speaks.

Section 6: The Referral Coordinator shall keep track of all business referrals given.

Section 7: The Budget and Finance Committee shall be responsible for preparing, reviewing, and recommending the annual budget of the organization and shall make appropriate recommendations when needed for expenditures which will advance the mission of the organization.

Article XI- Fines and Rewards

Section 1: Fines

- Speaker no-show without replacement \$10.00
- Greeter- No Show without replacement \$ 5.00

Fines may be increased or decreased by the Board of Directors. Fine amounts will be recorded at meetings and then the member shall be notified of the amount due which will be added to the next quarterly dues for the member.

Section 2: Rewards

- Each new member that is referred by an active member. \$25.00
 - The referring members' dues for the next quarter will be reduced by the award amount.
 - The Active Member must include a note with his/her check explaining the deduction. The credit can only be provided at the next quarter after the new member as started his/her membership.
 - As an alternative to a financial reward, the member may instead elect to take credit for 4 referrals, once the new member has completed 2 full quarters membership. The member may only take this opportunity with 1 new member per year.

Section 3: The Board of Directors may approve of incentives or awards to be utilized as an incentive to encourage referrals for members who are receiving referrals below the average of the group. Such incentives or rewards shall not be set up in a way which will result in an increase of dues to the group.

Article XII – Code of Conduct

The members of the Jersey Shore Business Network, Inc., subscribe to a Code of Conduct with the highest moral and ethical standards. Each member has the following primary moral obligations to the membership. Since rational people act knowingly and freely, violations of these obligations raise the presumption of moral wrong.

These duties bind the fabric of our civilization and make social life and personal relationships possible. They also reinforce commercial and business operation as well. When injustice rules relationships and harmful actions are the norm, social life and business relationships cannot survive.

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| A) Honesty: | Lying or misrepresentation is understood to be a deliberate attempt to mislead others. |
| B) Loyalty: | A person who has placed faith and loyalty in you is entitled to a comparative degree of faith and loyalty from you in return. |
| C) Fairness: | Treat others as you would have them treat you in return.
Justice seeks reciprocal action |

D) Commitment: The freedom to make commitments comes with the obligation to keep them.

Article XIII- Miscellaneous

Section 1: Any person who accepts membership to Jersey Shore Business Network Inc. must accept these bylaws and any changes to them, as a condition of membership and shall be bound by them in all respects.

Article XIV- Conflicts of Interest

Section 1: The Board of Directors shall meet and decide on any conflicts of interest and shall be responsible for the designation of all membership categories.

Article XV- Filing Status

Section 1: The Jersey Shore Business Network, Inc., shall maintain the appropriate tax status as required by the Internal Revenue Service and the State of New Jersey.

Article XVI- Amendments

Section 1: Any amendments of these by-laws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of this group, a quorum being present. Written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting.

REVISED & APPROVED: July 16, 2025