

BYLAWS OF SUNCOAST BUSINESS MASTERS - CITRUS COUNTY FLORIDA

PREAMBLE

These are the Bylaws of the Suncoast Business Masters (SBM) of Citrus County, FL. Not-for-profit Corporation organized under the laws of the State of Florida. SBM is known as a single member per business class type organization. Restated that can be said that each member owns his/her business class exclusively.

ARTICLE I - Purposes

Organized exclusively for educational and charitable purposes by local businesses who desire to provide (501C3) funds for community outreaching including scholarships or funding for non-profits that provide for Citrus County children.

ARTICLE II - Powers

The management and policies of this club, not otherwise provided for in these Bylaws, are under the direction of and vested in the Board of Directors. Objections or concerns shall be handled by a two-thirds (2/3) vote of the Board of Directors present for a final decision.

ARTICLE III - Membership

Section 1. The Membership of this club shall consist of individuals of good character and community standing.

Section 2. Each member shall be elected to membership in accordance with the procedures set forth in these Bylaws.

Section 3. Exclusivity is a part of membership benefits. However, it is limited to a direct match of primary function of the business. In terms of the Bylaws the primary function would be the category of membership. The primary function eligible for exclusivity would be the "specific" business function listed on the SBM application. It would then be acceptable to include another business which perform the function albeit not as the primary function. To avoid conflict a member should only promote the primary function of their business within SBM.

Section 4. The decision for elimination of a prospective member because of exclusivity is the decision of the Board of Directors.

Section 5. An objection filed by an existing member against the election of membership of the proposed member due to exclusivity shall be handled in the same manner as any other objection. The same shall be reduced to writing and signed or emailed by the member making such objection, and given to the Secretary who refers it to the Board of Directors.

Section 6. Membership in this club is wholly the right of the individual member holding it, and is not to be construed, in any instance, as being owned or controlled by the firm, partnership or corporation, with which such member is connected. Membership cannot be conveyed or transferred from one person to another. Membership can be acquired only by qualification through the regular procedure of the application and the election of the individual.

Section 7. The goal for meeting attendance is 100% per month with exceptions for life challenges. The minimum acceptable meeting attendance is 50% per month. If a member falls below 50% attendance in any given month they will be placed on probation for the next 60 days in order to maintain their good standing. Failure to comply will result in the member's termination in SBM.

Section 7a. Notwithstanding the attendance requirements outlined in Section 7, the club wishes to recognize and honor members who have maintained active membership for fifteen (15) years or more. While attendance expectations remain governed by Section 7, long-term members shall not be subject to probation or termination due to absence. If a long-term member anticipates missing several meetings, they must provide written notice to the President stating the expected duration of the absence and the reason for it. While the club vales and seeks to retain long-term members, it is understood that membership cannot be held indefinitely without participation, and no member may occupy a position without reasonable attendance.

Section 8. The Board of Directors, for causes other than failure to pay dues or other charges, duly shown shall have the authority to drop, suspend or expel a member by a two-thirds (2/3) vote of the members of the Board of Directors present.

Section 9. Any member who fails to pay dues or other charges within thirty (30) days, sixty (60) days for corporations with Board approval shall be considered "not in good standing" and may be dropped or suspended from membership by a two-thirds (2/3) vote of the members of the Board of Directors present and voting. Dues are paid forward, that is dues are to be paid by the 1st of the month and/or the first meeting of the month. Payments acceptable; cash, check, credit card, cashier's check or paid via QuickBooks.

Section 10. Resignation of membership shall be made in writing or email to the Secretary and shall be considered by the Board of Directions. Such resignation shall not relieve the member of the obligation to pay any dues or other charges previously accrued and unpaid. Unpaid accounts may result in not allowing reinstatement to SBM in the future.

ARTICLE IV- Election of Members

Section 1. Active Members of this club shall be elected as follows:

A. All applications for membership in this club shall be made in writing to the Secretary on application forms furnished for that purpose. The Secretary shall submit all applications for membership to the Board of Directors for action.

B. The member sponsoring the new member shall sign the application form, and shall furnish such information regarding the person as the Board of Directors may require.

C. The Secretary shall notify the general membership of the club at a regular meeting or by e-mail, and a period of one week shall elapse before such member shall be permitted to qualify by paying the required joining fee. During such week, should any objection be filed against the election of membership of the proposed member, the same shall be reduced to writing and signed by the member making such objection, and given to the Secretary who refers it to the Board of Directors.

D. A two-thirds (2/3) vote of the members of the Board of Directors present and voting is required to approve an application for membership.

E. If an objection to a proposed member is filed, the decision of the Board, if in favor of membership must be at least a two-thirds (2/3) vote of those members of the Board of Directors present and voting.

F. The decision for elimination of a prospective member because of exclusivity is the decision of the Board. An objection filed by an existing member against the election of membership of the proposed member due to exclusivity shall be made in writing or email and signed by the member making such objection, and given to the Secretary who refers it to the Board

G. It shall be the duty of the Secretary to notify the proposed member of election to membership either by direct communication or through the recommender.

H. An application may be withdrawn by the recommender at any time. Each application is subject to an election, a rejection or to being placed on a waiting list to be acted upon at some future date.

I. Proposed members who are duly elected shall not be permitted to claim membership until the joining fee together with all prorated charges has been paid.

Section 2. No individual member of this club, at any time, may represent more than one category of membership.

Section 3. Leave of Absence - In the event of a prolonged illness, or an approved absence of a member in good standing, the Board of Directors, in its discretion, upon request, may grant a leave of absence for a period not to exceed ninety (90) days, provided that, for the period of such leave of absence, charges for full dues, must be paid by the member to whom such leave of absence is granted.

ARTICLE V- Officers

Section 1. The officers of this club shall be:

A. President. - The President-Elect shall automatically succeed to the office of President at the start of each administrative year. The President shall preside at all meetings of this club and at all meetings of the Board of Directors. He/She shall be its chief executive officer exercising general supervision over the interests and affairs of this club, subject to the direction of the Board of Directors. He/She shall perform such other duties as usually pertain to a Club President in promoting the purposes of this club; and, shall appoint committees as outlined in the Bylaws.

B. President- Elect - The President-Elect shall perform such duties as may be assigned to him/her by the President or the Board of Directors. In the absence, inability, or refusal of the President to perform some or all of his/her duties, the President-Elect shall perform these duties and have in connection there with the authority of the President.

C. Secretary. - The Secretary shall:

1. Keep all records of this club and minutes of the meetings of the Board of Directors.
2. Keep the records of membership and membership changes as they occur.
3. Make a monthly report to the Board of Directors and at such other times as they may require.
4. The Secretary shall perform such other duties as may be assigned by the President or the Board of Directors.
5. At the expiration of the term of office, the Secretary shall deliver over to a successor or to the President all records and any other club property.

D. Treasurer. - The Treasurer shall:

1. Receive or collect all fees, dues and other monies constituting the revenue of this club which shall be deposited in such manner as is designated by the Board of Directors. The Treasurer shall disburse these funds in the manner authorized by the Board of Directors.
2. Make a Monthly report to the Board of Directors and at such other times as they may require.
3. At the expiration of the term of office, the Treasurer shall deliver over to a successor or to the President all funds, books of account and any other club property.

E. President-Elect-Elect. - The President Elect-Elect – One (1) year seat on Board of Directors. President-Elect-Elect shall perform such duties as may be assigned by the President or the Board of Directors.

F. Immediate Past President. - The Immediate Past President shall attain his/her office by succession thereto. It shall be his/her duty to assist the President and Board of Directors in all matters which may come before them. Every retiring President shall receive the title of “Past President.” In the event of a vacancy in the office of Immediate Past President, the most recent consenting Past President shall fill the position for the remainder of the unexpired term.

Section 2. The terms of all officers shall be for a period of one administrative year, from July 1 to June 30, or until their successors have been duly elected and assume office. For secretaries and treasurers, a limit of no more than two one-year terms is recommended (unless an extension is approved by the Board of Directors) to develop and enhance leadership in clubs.

ARTICLE VI - Board of Directors

Section 1. The officers of this club as defined in Article V of these Bylaws, together with the directors, [six (6) directors are recommended] shall constitute the Board of Directors.

Section 2. The term of the directors shall be two (2) administrative years or until their successors have been elected and assume office. Their terms shall be staggered.

Section 3. A vacancy in any office, or in the Board of Directors, shall be filled by a majority vote of the Board of Directors for the unexpired term.

Section 4. The Board of Directors shall meet monthly at such times and places as may be determined by action of the Board of Directors.

Section 5. Special meetings of the Board of Directors may be called by the President or at the request of any three (3) directors.

Section 6. At a regular or special meeting of the Board of Directors, a majority of the members shall constitute a quorum, and a majority vote of those present shall decide a question, except for those questions for which a greater proportion is specifically required in the Bylaws of this club.

Section 7. The Board of Directors, for cause duly shown, may remove any officer or director from office by a two thirds ($\frac{2}{3}$) vote of the members of the Board of Directors present and voting at any meeting for which advance notice of not less than fifteen (15) days shall be given; provided, further, that written notice, stating the grounds for removal from office shall have been delivered or mailed to the officer or director, and a full and complete hearing is afforded the officer or director, if not waived.

Section 8. If it shall appear to the Board of Directors that a duly elected director is unable or unwilling to discharge the duties of the office, or otherwise has failed to assume and discharge the duties and responsibilities of the office, the Board of Directors may declare the office vacant, and the vacancy shall be filled in accordance with the provisions for filling vacancies.

ARTICLE VII - Election of Officers and Board of Directors

Section 1. The President shall appoint a Nominating Committee and shall designate its chairman, whose duty shall be to present to the club at its annual election meeting the names of the persons nominated as officers and directors of the club.

Section 2. Additional candidates may be nominated from the floor.

Section 3. All officers and directors shall be chosen by ballot except when nominations are unopposed when only a voice vote is needed to elect. A majority of all votes cast shall be necessary for the election of an officer or other member of the Board of Directors of this club.

ARTICLE VIII - Committees

Section 1. The Board of Directors may establish such committees as may be necessary to successfully operate the club.

Section 2. The President also shall appoint such other committees as may be authorized by the Board of Directors or as the President may deem necessary.

ARTICLE IX - Fiscal Matters

Section 1. The fiscal period of this club shall be from July 1 – June 30 to align with the club's administrative year.

Section 2. The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the club.

Section 3. Any motion, resolution or proposed action involving the expending of club funds brought before any regular or special meetings of this club shall be voted on by $\frac{2}{3}$ majority vote of the Board of Directors before any action may be taken.

Section 4. No financial obligation or indebtedness shall be incurred for any one fiscal year by this club, or its officers, Board of Directors or standing or special committees, which amount is in excess of the anticipated revenue for the fiscal year, except with the concurrence of a two-thirds (2/3) vote of the members present and voting at any regular meeting of this club.

Section 5. All club funds shall be deposited and held in the name of the club in the depository or depositories designated by the Board of Directors every fiscal year. Officers authorized to sign checks shall be designated by the Board of Directors. The signers shall be 2 officers and 2 directors with two signers on every check.

Section 6. The Board of Directors shall require two separate bank accounts, one for club operations and one for a minimum of a \$1,000 reserve. Any funds transferred into or taken out of the reserve account must be voted on by a 2/3 majority vote of the Board of Directors. All revenue derived from member dues, fees and meals, shall be deposited in the club's operating account. The net proceeds of any fund-raising activity in the community shall be deposited in the club's projects or activities account. Only club operating expenses such as meals, supplies, and dues and can be paid out of the operating account. Club projects or activities conducted in the community must be paid for out of the club's projects or activities accounts. The two accounts are not interchangeable, and use of these funds for any other purpose other than those stated requires a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any meeting for which advance notice of not less than fifteen (15) days is given.

Section 7. The accounts of this club shall be reviewed not less than annually by a person appointed by the Board of Directors and a report made to the Board of Directors no later than the first Board meeting of the fiscal year.

ARTICLE X- Dues

Section 1. Each new member, when qualifying for membership, shall pay to the Treasurer a joining fee as determined by the Board of Directors.

Section 2. Club dues and/or meal charges, if applicable, for all membership categories shall be as determined by the club membership upon recommendation of the Club's Board of Directors.

Section 3. Dues are assessed monthly at the rate determined by the Board of Directors. Dues for the first month (joining month) are required to be paid with the application for membership. Invoices for dues will be issued for subsequent months.

Section 4. Dues are assessed a month in advance and to remain a member in good standing should be paid promptly (within 30 days). Any member who fails to pay dues or other charges within thirty (30) days, sixty (60) days for corporations with Board approval, shall be considered "not in good standing" and may be dropped or suspended from membership by a two-thirds (2/3) vote of the members of the Board of Directors present and voting. Dues are paid forward, that is dues are to be paid by the 1st of the month and/or the first meeting of the month. Payments acceptable; cash, check, credit card, cashier's check or paid via QuickBooks.

Section 5. The "Meal Charge" will be assessed for prospective members and guests of existing members. The amount is to be determined by the Board of Directors. For "Prospective" members the first meal is

free of charge. A member may have a business associate attend a regular meeting; that person will be considered a guest.

Section 6. Each reinstated member, when qualifying for membership, as determined by the club membership upon recommendation of the Club's Board of Directors, shall pay to the Treasurer a membership or joining fee in an amount determined by this Club's Board of Directors.

ARTICLE XI - Meetings

Section 1. This club shall hold its weekly meeting on such day and at such place and time as shall be determined by the Board of Directors. The current President is responsible for setting the agenda and presenting it to the Board of Directors for a 2/3 vote before implementing.

Section 2. Special meetings of this club shall be called by the President or when requested by a majority of the members of the Board of Directors.

Section 3. The annual election meeting of this club shall be held not earlier than the first meeting in March and not later than the last meeting in June.

Section 4. The annual business meeting of this club, at which reports shall be made by the President, the Secretary and the Treasurer, for the administrative year being brought to a close, shall be held not later than the last meeting in June.

ARTICLE XII - Parliamentary Authority

Section 1. Many of the principals of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XIII - Amendments

Section 1. These Bylaws may be amended by a majority vote of the Board present at any regular Board meeting of this club recorded in writing and attached to the bylaws.

ARTICLE XIV - Masculine and Feminine Gender

Wherever in these Bylaws reference is made to the words "him," "he," "his," and similar references shall be deemed to include, as appropriate, "her," "she," "hers," and similar references, to the end that all distinction between the male and female sexes, for purposes of these Bylaws, shall be deemed eliminated.