



# CARROLLWOOD BUSINESS NETWORKING ASSOCIATION (CBNA)

BY-LAWS - Adopted April 2, 2002

## ARTICLE I – NAME

The name of the organization shall be Carrollwood Business Networking Association (CBNA). When used hereinafter CBNA shall be defined to mean Carrollwood Business Networking Association.

## ARTICLE II – PURPOSE

The objectives of CBNA shall be:

- Section 1. To institute and maintain a method of collecting, recording and exchanging business information for and between its members.
- Section 2. To encourage trade expansion for the benefit of its members.
- Section 3. To provide for the publicity of the goods, property of services handled or represented by its members.
- Section 4. To create and encourage cooperative business methods and to increase the efficiency and service of the business of its members.
- Section 5. To develop those activities found beneficial to the welfare of its members.

## ARTICLE III – MEMBERSHIP

- Section 1. Membership in this organization can be either company (corporate, partnerships or associations) or individual.
- Section 2. Each membership shall represent a different business, trade, occupation or profession.
- Section 3. Company members shall designate their representative and their alternate.
- Section 4. The designated company member representative shall be the owner, a partner, an officer or any other executive with policy making authority.
- Section 5. The admission of all members, both company and/or individual, shall be by invitation only.
- Section 6. A prospective member must make application for membership after attending two meetings as a visitor.
- Section 7. Proposals for membership shall be submitted on designated forms to the Membership Committee. After clearing this committee the members shall be advised by the Secretary. If no negative vote is received by the Secretary within seven (7) days from date of the notification, the Secretary shall advise the sponsor to extend membership to his/her candidate. When objections or negative votes are received, the President shall refer them to the Membership Committee and then to the members for final action. Should the proposed applicant fail to qualify his/her classification may be declared open.

- Section 8. Payment of the prescribed registration fee, quarterly Association fee and quarterly dues, which must be made before induction, signifies acceptance and the willingness of the member to conform to all rules and regulations of CBNA, whether expressed in the By-Laws, or otherwise which have been or may be from time to time adopted by CBNA.
- Section 9. No prospect or member of CBNA shall hold more than one classification.
- Section 10. A member may change his/her classification provided he/she makes application for such change on the designated form to the Membership Committee, who will recommend approval or rejection and refer the request to the membership and a ten (10) day waiting period for voting shall ensue.
- Section 11. Memberships are not transferable without the approval of the Membership Committee. When a business is sold or when management changes, membership shall be held in abeyance for the thirty (30) days during which time a new application for membership shall be made to the Membership Committee. The new firm's qualifications for membership and representation, and the new representative's qualifications of an existing member firm, shall be treated the same as for a new member.
- Section 12. Membership to CBNA shall be conditioned upon the fact that no member shall have any right of action against any office, committee person or member of CBNA in consequence of any suspension, termination of membership or expulsion or in the consequences of any act solely and essentially in activity of CBNA.
- Section 13. Whenever the Membership Committee deems it for the best interest of CBNA and its other members to cancel a membership and declares the classification theretofore held by the membership vacant, it shall have the power to do so by a majority vote of those present at the next business meeting. Before the membership is canceled, however, the committee shall inform the member of the intentions and reasons to allow the member an opportunity to be heard. Upon such cancellation of membership, all rights, privileges and interests of that member and his/her membership in CBNA and its assets shall automatically cease.
- Section 14. Three (3) consecutive unexcused absences refers Membership Committee for termination. Illness, family emergency or business constitutes an excused absence when a Board Member is notified.
- Section 15. Former members or firms on reinstatement to membership shall pay a one time registration fee of \$25.00 and pay the current quarterly fees and dues.
- Section 16. Any member who shall be guilty of conduct inconsistent with the objectives of CBNA or is guilty of conduct inconsistent with the ethics of his/her business or profession shall be deemed an infractionary member and referred to the Membership Committee.
- Section 17. A member or company representative cannot belong to another similar organization that conflicts with the objectives of this organization.

#### **ARTICLE IV – OFFICERS AND ELECTIONS**

- Section 1. The elected officers of CBNA shall be the President, Vice President, Secretary and Treasurer. These officers shall constitute the Board of Directors of this Association.

- Section 2. The officers of the Association shall be elected by a majority of the membership. They shall serve for a term of six (6) months and hold office until their successors are qualified and duly elected. However, none shall hold office for more than three (3) consecutive terms.
- Section 3. The initial slate of officers shall serve until the first meeting in April 2002. Effective with the term of office beginning the first week in April, all officers shall hold their respective position for a period of six (6) months.

#### **ARTICLE V – DUTIES OF OFFICERS**

- Section 1. The President shall preside at all meetings of the Board of Directors, appoint all committees and shall vote on all Association matters.
- Section 2. The Vice President shall have all the powers and perform all the duties vested in the President in his/her absence, and shall vote on all Associations matters.
- Section 3. The Secretary shall a.) Keep full and accurate minutes of all meetings of the membership and Board of Directors and such committee meetings as may be required from time to time. B.) Keep accurate records of all correspondence. C.) Preserve and maintain a correct roll of members. D.) Be the custodian of such other records and property as may be entrusted to him/her. E.) The Secretary shall be the Membership Chairperson.
- Section 4. The Treasurer shall a.) Have responsibilities for verification at regular intervals of all financial transactions or the association. B.) Shall present a financial report to the Association at least on a quarterly basis. C.) Shall issue and sign checks. D.) Perform such other duties as may be required by the President under the authority of the By-Laws of the Association.

#### **ARTICLE VI – FINANCES**

- Section 1. The fees and dues shall be fixed by the vote of the membership and shall be payable at the time application is made for membership.
- Section 2. A one-time registration fee of \$50.00, per member, is intended to cover the initial costs of printed materials and other services related to the successful indoctrination of the CBNA member. Revisions will be made as necessary with the majority approval of the members.
- Section 3. A quarterly Association fee of \$25.00, per member, is intended to cover the actual costs of printed materials and other services related to the successful functioning of CBNA. Revisions will be made as necessary with the majority approval of the members.
- Section 4. Each regular member shall pay quarterly dues of \$75.00. Members received after 15th day in any given month shall pay no dues for that month, but shall be charged for meals taken during the months preceding the regular billing date. When a member desires to bring a prospect he/she shall obtain clearance from the Membership Chairperson before extending the invitation. When a member wants to bring a guest, the member shall pay for the breakfast, and may attend one (1) meeting as a guest. The cost of the breakfast shall be \$5.00 per guest. A prospective member is defined as a potential business person which represents a company with a different trade, occupation or profession. A guest is defined as someone invited to attend the meeting, but is ineligible to become a member. Revisions will be made as necessary with the majority approval of the members.
- Section 5. The payment of registration fee, quarterly Association fee and portion of quarterly dues shall

be submitted with the application of membership.

Section 6. Any member who fails to pay his dues, and other Association expenses when due, is considered delinquent, and shall be so advised by the Membership Committee on the last meeting day of that month. Failure to remove the delinquency at the first attended meeting thereafter is grounds for suspension and the member shall be warned. Unless the obligation is satisfied within one (1) week after the warning, the membership may be terminated by Board action. When a membership is terminated, notice shall be given in writing, together with a closing statement of the remaining balance due.

Section 7. Officers shall have quarterly Association fee waived while holding office.

## **ARTICLE VII – COMMITTEES**

Section 1. Any committee shall be appointed by the President for such purposes and term as may be desirable and justified. All committees shall report to the President. No committee shall incur any financial obligation without authorization of the President.

Section 2. The Board of Directors shall act as the Membership Committee and shall be vested with the full power to deal in such situations of grievances or misconduct. In acting as such committee, the Membership Committee may hold private or open hearings; may receive oral or written testimony; and may take any and all action it deems necessary under the circumstances. In all decisions this section, the majority vote shall be binding and decisive.

## **ARTICLES VIII – VOTING**

Section 1. A quorum constitutes 51% of the membership. Any absentee ballot must be in writing or by telephone to the Secretary or President.

Section 2. Each membership whether company or individual shall have only one (1) vote.

## **ARTICLE IX – MEETINGS**

Section 1. Regular weekly meetings of CBNA shall be held weekly at the time and location chosen, except on holidays. Reasonable notice of such meetings shall be communicated to the membership by the Membership Committee.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

Section 1. Roberts Rules of Order shall be the parliamentary guide of this Association.

Section 2. These By-Laws may be amended by vote of 51% for the membership, provided of reasonable notice shall have been given to the members of the proposed amendment and of the meeting at which it is to be considered.

## **ARTICLE XI – EXISTENCE AND PROPERTY**

Section 1. The CBNA shall remain in existence until such time as 51% of its active members petition in writing to dissolve it. No member shall have any separate right, title or interest in the assets of

the Association until it is duly and properly liquidated.

These by-Laws were written by the By-Law Committee and adopted by the membership on April 2, 2002.

## **ARTICLE VI – FINANCES**

### **SUBSEQUENT CLARIFICATION AND INTERPRETATION**

Section 4. Each regular member shall pay quarterly dues of \$75.00. Members received after 15th day in any given month shall pay no dues for that month, but shall be charged for meals taken during the months preceding the regular billing date. When a member desires to bring a prospect he/she shall obtain clearance from the Membership Chairperson before extending the invitation. When a member wants to bring a guest, the member shall pay for the breakfast, and may attend one (1) meeting as a guest. The cost of the breakfast shall be \$5.00 per guest. A prospective member is defined as a potential business person which represents a company with a different trade, occupation or profession. A guest is defined as someone invited to attend the meeting, but is ineligible to become a member. Revisions will be made as necessary with the majority approval of the members.