



# Bylaws

BYLAWS OF MARCH 13, 1996  
AMENDED MARCH 13, 2012

## **ARTICLE 1**

1. **Name:** This club shall be known as Leads of North Fresno ("Leads").

## **ARTICLE II**

### **2. Purpose**

- 2.1 Leads of North Fresno is an organization of business persons desiring to build each other's businesses and customer bases through social and professional contacts. No more than one representative of each job category can be admitted to membership.
- 2.2 A lead is defined as a contract between two members or when a member generates a contact between another member and a non-member, which could potentially lead to a business transaction.
- 2.3 The basic goal of this Club shall be to expand the business contact of its members.
- 2.4 This Club shall not be used in any way for political purposes nor shall it as a Club actively participate in the political candidacy of any person or cause.

## **ARTICLE III**

### **3. Membership and Classification**

- 3.1 There shall be only one class of membership, that being active members.
  - 3.1.1 The active membership of Leads shall consist of men and women of good character and community standing residing within the area of this Club and have one vote.
  - 3.1.2 The active membership of this Club shall be composed of categories of occupations listed on the official membership category list approved by the Board. **A member may only control two (2) of these categories and must work most of the time in those occupations.**
  - 3.1.3 Prospective members must attend two consecutive meetings and submit an application to the Membership Chairperson. The prospective member must not attend the third meeting, since the members will vote on admission of the prospective member to the group at that time. Three "no" votes shall be enough to deny admission to the prospective member, unless the club has more than 30 members, in which case ten percent of the members must vote "no" to deny admission.
  - 3.1.4 **Face-off.** If two people apply for the same category within a two-week interval, a Face-off will occur on the third week. A five-minute presentation by each person will be required at the meeting. The person receiving most written votes will become the member. In the event of a tie, the President shall ask for two (2) members to speak "against" each applicant. After which the vote of the members will be taken. In the event of another tie, a majority vote of a quorum of the Board will select the winner. Inspections and membership checks must be completed prior to Face-off.
  - 3.1.5 An alternate may represent the member if that person represents the same company and the company owns the membership. The alternate must be approved by the Board of Directors in writing. An alternate may represent the individual member only eight times per year and never more than two (2) consecutive meetings. The alternate cannot hold any office or committee position and shall have no voting rights.

- 3.1.6 Individual memberships are nontransferable.
  - 3.1.7 Occasionally a slight overlap of occupations will occur, and conflicts of interest become apparent. In case of a conflict, the proposed member, in a conflict situation, must write a letter outlining how he/she will represent the Club. The letter must be approved by the Board of Directors.
  - 3.1.8 Membership shall be owned by the individual or the company which pays the initial membership fee and annual renewal fee. If the individual or company leaves the Club in any manner, rights to the membership will be forfeited.
  - 3.1.9 If the individual member changes the company or category which he represents and owns the membership, the Board of Directors shall have the right to approve or disapprove the new company or category. After approval by the Board of Directors, the members shall vote on acceptance of the member as provided in Section 3.1.3.
  - 3.1.10 If the 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. Company memberships are terminated if the company is sold. Membership is not transferrable to any new owners. New owners may apply for membership and pay the membership fee.
- 3.2 Any member may resign from this Club provided that all indebtedness to the Club 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 fees and breakfast dues are nonrefundable.**

## **ARTICLE IV**

### **4. Termination of Membership**

4.1 Members are required to sign and abide by the following "Commitment".

- 4.1.1 Always extend good faith efforts to have a fellow member satisfy business or personal needs whenever possible.
  - 4.1.2 Recruit one new applicant that becomes a member in the first year.
  - 4.1.3 Unless on approved leave, if a member or the alternate misses **two (2) consecutive unexcused meetings, or four (4) meetings in a calendar quarter**, excused or not, then the membership will be subject to forfeiture.
  - 4.1.4 Report any breach of ethics to the Ethics Committee.
  - 4.1.5 Provide a minimum of **four (4) leads per quarter** to any Club member.
  - 4.1.6 Display Club brochures at place of business unless contrary to company policy.
  - 4.1.7 Belong only to the Lead\$ of North Fresno and to no other Leads or Tip organizations, defined as business networking groups that convene for the sole purpose of leading business to the members through word of mouth marketing.
- 4.2 Any member being in arrears in the payment of dues and/or financial obligations for at least ten (10) days after written or verbal notice of arrearage, per Article X, Section 10.3, shall stand suspended and shall be notified forthwith in writing by the Secretary of the Club. Such member, upon payment of arrearage and upon making application for reinstatement to the Board of Directors within ten (10) days of the date of the aforesaid written notice from the Club Secretary, may, by majority vote of the Board of Directors be reinstated. If such member is not so reinstated within thirty (30) days after receipt of said application, the member shall be dropped from the membership and shall be so

notified in writing by the Secretary of the Club.

**4.3** The Board of Directors shall review the individual active membership based on the following criteria: regular attendance at Club meetings and participation in other Club activities.

**4.3.1** The Board of Directors will then measure the personal involvement and attendance at Club meetings of each active member. At the discretion of the Board of Directors, any active member who, without excuse, fails to regularly attend Club meetings or actively participate in the activities of the Club, shall, at the direction of the majority vote of the Board of Directors be terminated and notified in writing by the Secretary.

**4.4 Code of Ethics.** The Board of Directors is authorized, as herein provided, to suspend from membership for a period of not more than one (1) year or expel from membership any member of this Club for good cause.

**4.5 “Good Cause”** as used in this section means:

**4.5.1** Any conduct that brings the Club into public disrepute or violates the purpose for which this Club is formed.

**4.5.2** Any willful failure or refusal to abide by the articles, bylaws or rules of this Club.

**4.5.3** Any willful or refusal to pay any assessments levied pursuant to the provisions of these bylaws.

**4.5.4** Any willful or refusal to abide by the Code of Ethics and the Commitment in Article IV, Section 4.

**4.5.5** Conviction of any felony or crime involving moral turpitude.

**4.5.6** The filing of any voluntary or involuntary petition in bankruptcy or making an assignment for the benefit of creditors, or the doing or performing of any act constituting bankruptcy or insolvency, if such act or petition or thing is not dismissed within thirty (30) days.

**4.5.7** Any conduct that causes any member to come into public dispute.

**4.5.8** Any conduct unbecoming of a professional person, or which causes severe embarrassment, either personally or in the business community, to any other member, or.

**4.5.9** Engage in personal or professional misconduct or a breach of the Code of Ethics of this Club of such a serious nature as to render his/her continued presence as a member personally or professionally obnoxious or detrimental to the other members of the Club.

**4.5.10** Any member attempting to recruit Club members to a similar competing organization, shall be terminated or put on probation for two (2) years in the absolute discretion of the Board of Directors. During the probationary period (i) the member may not hold office on any committee or be on the Board of Directors and (ii) the Board may suspend the probation to either reinstate or terminate the membership.

**4.5.10.1.1** No member shall recruit other members or guests for the purpose of joining their sales force or multilevel organization.

**4.5.11** Any willful failure or refusal to pay any just debt which is validly due and owing by such member to another member.

#### **4.6 Definitions**

- 4.6.1** For “suspensions”, all voting and other rights of the member during the term of his/her suspension are terminated, provided however, that such member shall not be relieved of any liability for payment of breakfast dues or assessments falling due or levied during the period of his/her suspension.
- 4.6.2** On “expulsion” the membership of the member is immediately and permanently terminated, provided however, that such member shall not be relieved of any liability for payment of dues and assessments accruing prior to the hearing on the charge against him/her as here in provided.

#### **4.7 Procedure**

The Ethics committee shall review all alleged violations of the “Good Cause” provisions of Section 4.5. Any and all alleged violations of the “Good Cause” provisions of Section 4.5 shall be in writing, and addressed to the Chair of the Ethics Committee, unless the Chair is the alleged violator, in which case the writing shall be addressed to the President. The Chair of the Ethics Committee shall forward a copy of the writing to the President, immediately on receipt.

- 4.7.1** If the Chair of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary Chair to hear, with the other two members of the committee, the alleged violation.
- 4.7.2** If a member of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary member to hear, with the Chair and other member of the committee, the alleged violation.
- 4.7.3** The Ethics Committee shall abide by and be bound by the rules and regulations adopted by the Board of Directors. A copy of such rules and regulations shall be made available to each committee member and to the alleged violator.
- 4.7.4** The result of the committee’s investigation of the alleged violation and the alleged violator shall be submitted to the President in writing, no later than ten (10) days after the completion of their investigation. If the alleged violator is the President, then the result shall be submitted to the Vice President.
- 4.7.5** Upon receipt of the committee’s report, the President, or Vice President shall immediately call a meeting of the Board of Directors of the Club. The vote of the Board of Directors shall be final and binding.

**4.8** All rights of the subject member in the Club or property shall cease on expulsion.

### **ARTICLE V**

#### **5. Officers**

- 5.1** The officers of this Club shall be President, Vice President, Secretary and Treasurer who shall be elected, and Officers may hold an office for not more than the longer of one (1) year or until their successors take office. If any office becomes vacant for any reasons whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

- 5.2 The President shall serve as the executive officer of the Club, preside at all meetings of the membership, be an ex-officio member of all committees, exercise general supervision over affairs of the Club, perform such other duties as are ordinarily incumbent upon a President and report to the Board of Directors.
- 5.3 The Vice-President shall perform such duties that are ordinarily incumbent upon the Vice-President and such other duties as may be assigned by the President or the Board of Directors.
- 5.4 The Secretary shall keep and maintain the minutes of meetings of the Board of Directors and business meetings and shall conduct all correspondence as may be required by the President or the Board of Directors and shall generally perform such duties that are ordinarily incumbent upon a Secretary.
- 5.5 The Treasurer shall keep and maintain records of all financial actions of the Club which shall include all records of member initiation fees, dues, fines and all monies collected and disbursed. The Treasurer shall prepare quarterly and annual statements for the Club and generally perform such duties that are ordinarily incumbent upon a Treasurer as shall be directed by the Board of Directors.

## **ARTICLE VI**

### **6. Directors**

- 6.1 The Club shall be governed by the Board of Directors. The Board of Directors may remove any officer, Board member, or committee person and appoint the replacement.
- 6.2 There shall be a Board of Directors which shall consist of the President, the Vice-President, the Secretary, the Treasurer and two members at large to be elected by the membership, 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 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 of the Club in good standing.
- 6.3 The Board of Directors shall have control and management of the Club's activities, determine all policies, discipline members and generally supervise the affairs of the Club.
- 6.4 The Board of Directors shall meet the first week of every month on the day prior to the weekly meeting day. A majority of the Board of Directors shall constitute a quorum for the transaction of business and a majority vote of those present (quorum required) shall be necessary to give effect to any action of the Board.
- 6.5 Actions of the Board of Directors may only take place at a meeting which a majority of the members of the Board are present (although each such member need not vote on the action).

## **ARTICLE VII**

### **7. Election Procedure**

- 7.1 The election of officers and directors shall be held at the annual meeting at the first regular meeting in April.
- 7.2 Voting shall be a written ballot and shall not be cumulative. There shall be no voting by

proxy or absentee ballot.

- 7.3 At a regular meeting of the Club at least five (5) weeks prior to the date of the annual meeting, the President shall appoint a committee to be known as the Nominating Committee. This committee shall consist of any three (3) members other than the members of the Board of Directors. President shall designate the chairman of this committee. The duties of this committee shall be to make nominations with consent of those nominated and to prepare a ballot for the election of such officers and directors.
- 7.4 At least one (1) week before the annual meeting, the Nominating Committee shall submit a list of nominees. Nominations from the floor at the annual Club meeting may be made for any office and when so made together with the list of nominees submitted to the Club for an election of officers and directors. Nominations from the floor may be verbal and shall be with the consent of the member nominated.
- 7.5 A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot does not show a majority for any nominee for any particular office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.
- 7.6 In the case of a vacancy in the office of President, the Vice-President shall succeed to the office. In the case of a vacancy in the office of Vice-President, the Treasurer, Secretary or other Board members, the vacancy shall be filled by the Board of Directors.
- 7.7 In the event, after election and prior to installation, of disability or inability of an officer, designate or director, the vacancy shall be filled by the Board of Directors.
- 7.8 Only members in good standing shall be eligible to hold office or vote.

## **ARTICLE VIII**

### **8. Meetings**

- 8.1 This Club shall hold a weekly breakfast meeting starting at 7:15 AM on such day and place as shall be determined by the Board of Directors. The meeting shall feature Club members only as Speaker, Greeter and Exhibitor. If one or more guests are present, problems or complaints will not be aired at the regular meeting but will be referred to the Board of Directors. The Club may hold such other meetings as the Board of Directors may desire. The regular weekly breakfast meetings shall end at 8:30 AM except on special occasions as approved by the Board of Directors.
- 8.2 Badges shall be worn at all weekly morning meetings if required by the Board of Directors.

## **ARTICLE X**

### **9. Revenue**

- 9.1 Each new member of the Club shall pay annual dues prorated through the end of the current year. The payment of said dues to be prerequisite to admission to membership, payable prior to becoming a member. **Dues are nonrefundable unless member is refused membership.**
- 9.2 Annual renewal fees shall be due yearly, on the first day of January, and payable to the Club.
- 9.3 A member shall be regarded in good standing if he/she is not more than thirty (30) days

in arrears in payment of any indebtedness. Exceptions Article XII Fines, points 1 through 7.

**9.4** The fiscal year of this Club shall be from January 1<sup>st</sup> of each year until December 31<sup>st</sup>.

**9.5** Quarterly meal dues shall be set by the Board of Directors.

## **ARTICLE X1**

### **10. Committees**

**10.1** 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 Club.

**10.2** The President shall, immediately following his/her election, appoint a Sergeant-At-Arms, the chair persons and members of all committees, and shall announce such appointments not later than May 1<sup>st</sup> following his election.

**10.3** The Social Committee shall promote at least four (4) outings per year with members and spouses.

**10.4 The Committee on Attendance.** The Vice-President shall take attendance at each meeting and promote a full attendance at all meetings. The Vice-President shall personally communicate with members whose attendance is unsatisfactory for the purpose of improving said member's attendance record.

**10.5** The Committee on Membership shall use the membership categories provided on the website for classification of new members. (only two categories per member, refer Article III, section 3.1.3).

**10.6** The Ethics Committee, headed by a chair, will be composed of three active members who are not on the Board of Directors.

**10.7** The Program Director shall designate one or two members to be Exhibitors, Greeter and Speakers.

**10.8** The Lead Coordinator shall provide standard lead forms to be used by members at all meetings and keep a record of all leads.

**10.9** The Publicity Committee shall promote Club activities through the media, such as cocktail parties, elections, meetings, speakers etc. The Publicity Director shall also attend regular Board of Director meetings but will not be eligible to vote unless a member at large per Article V1, section 6.2.

## **ARTICLE XII**

### **11. Fines and Rewards**

**11.1 Fines,** points 1 through 8 are assessed in the morning meeting and must be paid within 24 hours after the meeting. The penalty for nonpayment of fines is immediate loss of membership. **IOU's are unacceptable.**

1. No Membership Badge	\$0.25
2. Unknown Greeter	\$0.25
3. No Guest	\$0.25
4. No Lead	\$1.00
5. Late to Meeting	\$1.00
6. Meeting starts after 7.15am	\$5.00
7. No show greeter	\$5.00
8. No show speaker	\$5.00



9. Meeting ends after 8.30am	\$5.00
10. Greeter and Exhibitor arriver after 7.01am	\$1.00
11. Unexcused absence	\$1.00
12. No show at social (unexcused)	\$10.00
13. No show at social (excused)	\$5.00
14. Delinquent Breakfast Dues	\$10.00

Under no circumstances will fines be eliminated or reduced without approval of the Board of Directors.

**11.2 Rewards:** Personally, passing four (4) or more qualified leads at a meeting \$1.00

## **ARTICLE XIII**

### **12. Miscellaneous**

**12.1** Any person who is proposed and accepted for membership in the Club shall be deemed to have accepted these bylaws and subsequent changes and shall be bound by them in all respects.

## **ARTICLE XV**

**13. Not-for-Profit Organization.** This Club is organized and shall operate as a Not-For-Profit organization for personal improvement and similar nonprofit purposes. Any income received shall be applied only to the nonprofit purposes of the organization, and no part of the income shall benefit any officer or member.

## **ARTICLE XVI**

**14. Amendments.** Any amendment of these bylaws may be adopted by two-third (2/3) vote of the active members present at any meeting of this Club, 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. There shall be no voting by proxy.

# Notes