

BY - LAWS OF BUSINESS ASSOCIATES OF BATON ROUGE

ARTICLE I

Club Year and Election of Officers

1. The fiscal year of the club shall be the calendar year ending December 31.
2. The selection of officer candidates shall be done through a nominating committee, which shall be appointed by the President.
  - A. The nominating committee shall be formed in October.
  - B. The committee shall report to the membership a list of all interested parties for President, Vice President, Secretary and Treasurer and two board members at large at the 2<sup>nd</sup> meeting in November. Nominations shall be received from the floor or from the membership at large until nominations are closed at the last meeting in November.
  - C. At the first meeting in December, elections shall be held.
  - D. Elected officers are to be installed at the first regular meeting in January.
3. No officer shall serve more than one consecutive term in any one office.

ARTICLE II

Board of Directors

1. The governing body of this club shall be the Board of Directors.
2. The Board of Directors shall consist of the current President, Vice-President, Secretary, Treasurer, Immediate Past President and two members at large.
3. If an elected board member cannot serve, the acting President shall appoint a replacement.
4. Each Board shall establish a budget and operate within it.

## ARTICLE III

### Board of Directors - Job Descriptions

1. President: The duties of the President include, but are not limited to, the following: to preside at meetings of the club and of the Board of Directors, to coordinate the activities of the various committees and officers, and to perform all other duties as ordinarily pertain to this office.
2. Vice President: The duties of the Vice President include, but are not limited to, the following: to preside at the meetings of the club and the Board of Directors in the absence of the President; track attendance at each meeting and notify any member approaching violation of the Three-Five-Ten Rule, and to perform all other duties as ordinarily pertains to this office, in addition to aiding other officers in the performance of their duties.
3. Secretary: The duties of the Secretary include, but are not limited to, the following: to keep minutes of regular and Board of Directors meetings, maintain the Quick List, Member List and Active and Honorary Past Presidents List to be current, and to perform all other duties as usually pertain to this office.
4. Treasurer: The duties of the Treasurer include, but are not limited to, the following: to have custody of the funds (accounting to the Board of Directors upon demand); notify members who are not current with dues and advise of limitations of membership for non-payment and to perform all other duties as usually pertain to this office. Two signatures, other than that of the Treasurer, shall be required on each check. Those authorized to sign shall be members of the Board of Directors whether elected by the membership or appointed.
5. Immediate Past President: Automatically becomes the Historical Committee Chair; The duties of the Immediate Past President include, but are not limited to, the following: to announce, at weekly meetings during each month, each member's birthday and each member's anniversary year of original membership; to counsel with the current President and Board; to track and maintain the club history, adding to it annually and to pass this information on to the President in December of each year; and to perform any other duties assigned to the committee by the President or the Board of Directors.
6. Members at Large: The duties of each member at large include, but are not limited to, the following: to act as liaison between the membership and the Board of Directors and to perform all other duties as requested by the acting President.

## ARTICLE IV

### Committees

1. The President shall appoint Committee Chairpersons.
2. The President, with the advice and counsel of the Board of Directors, shall allot members to the following committees:
  - A. Historical Committee (automatic - Immediate Past President)
  - B. Tips and Leads Committee
  - C. Membership Committee
  - D. Entertainment Committee
  - E. Public Relations Committee
  - F. Program Committee
  - G. Member Orientation Committee
  - H. Constitution and By-Laws Committee
  - I. Past Presidents Committee (automatic – all active & honorary Past Presidents)  
(These members should also be randomly assigned by the current President and the Board of Directors to committees A through H)
  - J. Any additional Committees the President and Board of Directors agree to establish.
3. Each Committee Chair shall be aware of the established budget and operate within it.

## ARTICLE V

### Committee Chair - Job Descriptions

1. Historical Committee: Refer to Article III – Immediate Past President for job description.
2. Tips and Leads Chair: The Duties of the committee chair may include, but are not limited to, the following: to develop incentive program which promotes membership participation in reporting on-going tips and leads for BABR members; to preside over the committee members; to review and explain the Tips and Leads sheet to the membership quarterly; to collect the Tips and Leads sheets at each meeting; to review and track each members reporting and to council with any member who is non-performing below at least 25 points per week; to establish and oversee any competitions initiated during the assigned chair duration; to understand member orientation chair's duties and to assist with member orientation to explain the Tips and Leads sheet; and to perform any other duties assigned to the committee by the President or the Board of Directors.
3. Membership Chair: The Duties of the committee chair may include, but are not limited to, the following: to research, investigate and qualify prospects to fill vacant categories; to respect member objections; to coordinate invitation of prospect to meeting and to notify prospect of acceptance or non-acceptance; to preside over the committee members; to review and understand ARTICLES IV and VII of the Constitution and ARTICLES IX, X, XI and XII of the By-Laws as well as other Constitution and By-Laws articles; to counsel with any member who is non-performing in accordance with the Constitution and By-Laws; to be a mentor to new members; and to perform any other duties assigned to the committee by the President or the Board of Directors.
4. Entertainment Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to plan the social events of the year (or term of office) with Board and Host approval including, but not limited to, after hours (suggest one per quarter, seeking first sponsors who have not previously hosted), Spring/Summer Saturday/Sunday event, Christmas gift exchange, Christmas party; and to perform any other duties assigned to the committee by the President or the Board of Directors.

5. Public Relations Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to coordinate with free social media and the Advocate for announcements; to organize photo event at functions; to facilitate posting of events on the BABR website; and to perform any other duties assigned to the committee by the President or the Board of Directors.
6. Program Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to schedule a minimum of 2 speakers for each regular scheduled Club meeting; to insure that every member has the opportunity to speak a minimum of twice each calendar year; to invite new members to speak once during their initial 4 week required attendance; to have back-up speakers ready in the event of no-shows; to work with Public Relations Committee to schedule any Board Approved Guest Speakers (not more than 2 annually); to provide for speaker introductions; and to perform any other duties assigned to the committee by the President or the Board of Directors.
7. Member Orientation Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to familiarize new members with Article IX, item 7 of the By-Laws immediately following the new member's first regular scheduled chapter meeting (this is mandatory and member must be advised to allow an additional 30 minutes after the 8:45 close of the meeting); to issue copies of Constitution and By-Laws to new member at orientation; to review the helpful hints; to have Tips and Leads chair at orientation to explain the Tips and Leads sheet; and to perform any other duties assigned to the committee by the President or the Board of Directors.
8. Constitution and By-Laws Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to present the entire Constitution and By-Laws to the Club over the calendar year; to review with the committee any changes to the documents proposed by membership or Board during the calendar year and, if passed by committee, present to Board; to maintain computer files of both documents in word format and provide a copy to the incoming chair in January of the following year; to provide PDF copies to website; and to perform any other duties assigned to the committee by the President or the Board of Directors.
9. Past Presidents Chair: The Duties of the committee chair may include, but are not limited to, the following: to preside over the committee members; to immediately schedule a meeting of the committee upon notification that an active member has fully retired from their classification of membership, to have the committee evaluate that prospect for Honorary Member status per the Constitution requirements, to notify that prospect if they have been selected for Honorary Member category and to provide guidance and wisdom to the current President and Board of Directors.

## ARTICLE VI

### Meetings

1. The regular weekly meeting shall begin at 7:30 a.m. each Thursday, scheduled so that the social period, breakfast and program will normally end no later than 8:45 a.m.
2. Any business that requires a vote of the membership must be conducted at a regularly scheduled meeting wherein a quorum of at least fifty-one percent (51%) of the membership is in attendance.
3. The Board of Directors shall meet when called by the President. A majority of the Board shall constitute a quorum of the Board of Directors.

## ARTICLE VII

### Dues and Fines

1. Dues may be paid monthly, quarterly, semi-annually or annually.
2. Monthly dues are due not later than the 15<sup>th</sup> day of each month.
3. Quarterly dues are due not later than the 15<sup>th</sup> day of January, April, July and October.
4. Semi-Annual dues are due not later than the 15<sup>th</sup> day of January and July.
5. Annual dues are due in full not later than the last day of January. A discount equal to one month's dues is available to members who elect this option. No other discounts are offered.
6. Dues are late if not paid in accordance with the above. Members who are not current with dues shall be properly notified by the Treasurer that they are not able to vote, discuss club issues at meetings or attend club functions.
7. If dues remain unpaid after the appropriate due date, the Treasurer may request the member to leave the meeting.
8. If dues remain unpaid by the end of the month in which they are due, the member's membership will be automatically terminated by written notice from the Board of Directors.

9. The member, at any time during the delinquency period and prior to the issue of the termination notice, may request a hardship appeal to the Board of Directors. If the Board, by 75% majority attending or by proxy, approves the hardship, such details are to be provided to the Treasurer and to the member. Each Board shall, at their own discretion, deal with any such situation. A hardship waiver should not exceed 90 days.
10. Until a member formally resigns or member's membership is terminated, monthly dues accrue, are owed and must be paid regardless of that member's attendance.

## ARTICLE VIII

### Guest Attendance

1. Occasionally a guest (spouse, child, friend, business associate, etc.) may be invited to attend a meeting for reasons other than as a prospective member. This privilege should not exceed 5 visits per year.

## ARTICLE IX

### Admitting and Maintaining Members

1. Any active member in good standing may propose membership for any prospective member in accordance with the limitations in the club constitution. If an individual other than an active member contacts an officer of the club, member of the club or the membership chair seeking information on membership due to viewing social media or other advertising, the club member contacted or any active member in good standing may become a potential sponsor and as such would be required to request three trade references and to perform other due diligence prior to proposing the individual to the club as a prospect.
2. The active member shall announce to the organization the member's intention to invite a prospect; giving the prospect's full name and name of business. The member shall, at that time, state the prospect's general qualifications and classification of business and answer any questions from the membership concerning said prospect. If there are no objections at that time, the member then becomes a sponsor, and the intended guest becomes a prospect.

3. Upon notification to the membership that a prospective candidate has been nominated for a particular business classification, the floor will remain open for additional nominations in the respective business classification for a two week period (two consecutive meetings). All nominations will be accepted for the respective business classification in accordance with sections 1 and 2 above. After nominations are closed, an invitation will be extended by the Membership Committee to the prospect(s) in an order determined by the Membership Committee. Each prospect will be invited on a specific date, at which time the prospect will give a two minute or less oral presentation. If there are no objections following that meeting, the prospect will receive a membership application from the Membership Committee. If there is more than one prospect for a particular classification and an invited prospect fails to appear on the assigned meeting date, the prospect automatically forfeits the immediate opportunity to gain membership.
4. Once the membership application and application fee are received from all valid prospects, the Membership Committee will formally meet to accept or reject the prospect(s) subject to section 5 below. Any member of the Membership Committee who has sponsored a prospect under consideration will abstain from voting. The Membership Committee will notify each prospect and sponsor of its approval or disapproval.
5. If any active member in good standing shall object to a prospect, that member must identify themselves to a member of the elected board prior to formal acceptance of the prospect by the Membership Committee. Prior to the Membership Committee vote on the prospect in question, the board must notify the Membership Committee of the objection(s). If the board does not override the objection(s), the committee must reject the prospect and make the proper notifications and refunds as applicable.
6. The Membership Committee will invite accepted prospect(s) to the next regular meeting, at which time each accepted prospect will pay the appropriate dues and become a probationary new member.
7. The Membership Committee will be responsible to notify the rejected prospect(s) and sponsoring member(s) and to make refunds as applicable.
8. Each new member is on thirty days probation, during which time the new member must:
  - A. Complete orientation from the Orientation Committee immediately following the first regularly scheduled Club meeting.
  - B. Attend the next four regularly scheduled meetings;
  - C. Obtain and submit a picture to the Member Orientation Committee.



9. Failure to comply with 8A, 8B and 8C may result in forfeiture of dues and cause termination of the membership at the discretion of the Board of Directors.
10. Only one member may represent a described field of business or profession as defined by the Board of Directors. If any member wishes to add any service or product to the member's original classification or to change the classification, they must first submit the proposed change in writing to be approved by the Board before announcement to the general membership.
11. Membership is granted strictly on a personal basis and is not to be considered as a sustaining membership to a company, corporation, sole proprietorship or partnership. A membership, once relinquished by voluntary or involuntary means, shall not be automatically passed to another person recommended for membership from that company, corporation, sole proprietorship, partnership or by any BARR member.
12. A membership once relinquished, whether voluntarily or involuntarily, will automatically place that business field or profession open for new prospects.

## ARTICLE X

### Attendance/Substitution

1. If a member is having difficulty complying with Constitution Article VII, Section 4, Three-Five-Ten Rule, the member may have a fellow-worker or employee from the member's own business substitute in his/her place and still gain credit for attendance.
2. Substitution is not meant to be permanent. No member may send a substitute for more than 2 consecutive meetings, with a maximum of 10 substitutions per year.

## ARTICLE XI

### Leave of Absence

If a member becomes aware of a business, family or health situation which likely will cause the member to violate the required attendance rules of the Constitution, the member may apply for a "Leave-of-Absence" as follows:

Upon written application to the Board of Directors, setting forth good and sufficient cause and anticipated date of return, a leave of absence may be granted which excuses a member from attendance at the regular meetings for a period not to exceed three months, unless extended by written application in the second month to the Board of Directors for an unusual and rare situation. No forfeiture of membership shall result.

Normally a member shall request a leave prior to the qualifying situation; however, an emergency situation must be reported as soon as the member is physically and mentally able to do so.

A member requesting a leave of absence must agree to the terms of the leave which are as follows:

1. Dues shall be paid each month, on time, during the leave of absence.
2. The member must return to the club and resume the normal membership routine on the date indicated in the written request unless the Board grants an extension.
3. Upon return, the member must attend the next three regular scheduled meetings.

Failure to comply with Sections 1 through 3 may result in termination of membership at the discretion of the Board of Directors.

Should a leave of absence be granted, the member is still recognized as a member in good standing and is able to attend all functions of the association. Further, if the member finds that all the time requested is not required, the member can return and resume normal membership at any time within the period granted for the leave of absence.

## ARTICLE XII

### Ethics

This club recognizes that its active members may be governed by canons or codes of professional conduct. Realizing in full that this is so, if any project or activity undertaken by the club is deemed by a member to be against the member's professional ethics then that member may refrain from entering into such project or activity if the member so desires. It shall be left to the sole judgment of said member to determine if such project or activity is unethical, as the member is more fully aware of the member's professional responsibilities than anyone else.

### ARTICLE XIII

#### Financial Reserve

Each Board of Directors shall conduct their annual finances in order to maintain a minimum cash balance of \$2,000. On December 31, of each calendar year, all invoices (obligations) shall be paid, all dues collected (for that year) and the minimum starting balance of \$2,000 shall be available to the new incoming Board of Directors.

### ARTICLE XIV

#### Outside Activities

This club will NOT undertake or perform any civic, charitable, religious or any other unauthorized activity without a three-fourths vote of its members in attendance at a regular meeting of the club. If any member wishes to propose any of the above, they must submit it to the Board not less than one week prior to a regularly scheduled Board meeting. The Board will act on it in accordance with the Constitution and By-Laws.

### ARTICLE XV

#### Amendment of By-Laws

These By-Laws may only be amended at a regularly scheduled meeting of the club, the proposed amendment may be offered only by an active member and a two-thirds vote of the members attending is required for passage.