

CONSTITUTION OF "BUSINESS ASSOCIATES OF BATON ROUGE"

ARTICLE I

Name

The name of this club shall be Business Associates of Baton Rouge.

ARTICLE II

Objective

The objective of Business Associates of Baton Rouge is to provide an association to promote the businesses and services of its fellow members by the following methods:

1. By each member supplying information to fellow members which may directly or indirectly be of benefit to them.
2. By each member using the individual services or products of fellow members. The standard which should be applied to this provision is, "All other things being equal, I shall seek out the member representing that particular business or profession unless I feel there is some reason that this person is not completely competent to fulfill my need, or the price of the member's service or product is not in line with the same service or product which I may obtain elsewhere".
3. By recommendations to those outside the club of the services, products or activities of those who are members of the organization.
4. By any ethical method available which may aid fellow members.

## ARTICLE III

### Meetings

1. This club shall meet regularly every week on the day and time provided in the by-laws, provided that for a good cause the President of the club (with approval of the Board of Directors) may change the regular meeting of any week to a different day or hour of the same week with notification to the full membership, or the Board of Directors may cancel the regular meeting of any week when a majority of the Board feel it is necessary or desirable.
2. A Board of Directors meeting shall be held at least once each month at a time and place voted on by said Board of Directors.

## ARTICLE IV

### Membership

1. There are two categories of membership available, that being an active or an honorary member.
2. Each active member shall be of good character and good business or professional reputation, engaged in a particular line of endeavor, and personally and actively engaged in the business or profession in which member is classified in the club.
3. No individual who is a member of BABR may belong to another networking club or organization whose primary purpose and function is to promote lead sharing among a membership comprised of individual, non-competing categories.
4. Each active member of this club shall be classified in accordance with the member's business or profession.
  - A. The Classification of each member shall be that which covers the principal and recognized activity of the firm, company or institution with which the member is connected; or if the member is independently engaged in a business or profession, the classification shall be that which covers the member's principal and recognized business or professional activity.

- B. Corrections. The Board in its discretion may correct or adjust the classifications of any member whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member, and the member shall be allowed a hearing thereon.
- C. Limitation. The active membership shall consist of only one person from each classification of business or profession.
5. In order to become a prospect for the “Honorary Member” category, an active member shall have been an active member in good standing for a minimum of ten consecutive years at the time of retirement, must be fully retired from their membership classification and shall not be participating in or affiliated with any business classification which would be in conflict with that of any active member.
  6. Within 7 calendar days of notification that an active member, who is in full compliance with the aforementioned stipulations of Paragraph 5 above, has fully retired, the members of the Past Presidents Committee (composed of all active or honorary BABR Past Presidents), who respond to attempted contact, shall discuss and consider the merits to BABR of awarding the status of “Honorary Member” category to the former active member and take a vote. If the prospect for “Honorary Member” receives a  $\frac{3}{4}$  vote from the Past Presidents participating, then the prospect will be offered the “Honorary Member” category and requested to attend the next regularly scheduled club meeting during which time the honorary title will be bestowed.
  7. The honorary member shall not be given the privilege of promoting any business at any club meetings or at club functions. The honorary member has the right to vote in club elections but may not hold elected or appointed office or serve as chair of a committee.
  8. The honorary member shall be required to attend a minimum of one regularly scheduled club meeting per calendar month, five regularly scheduled club meetings per calendar quarter and 20 regularly scheduled club meetings per year.
  9. An honorary member shall not restrict BABR from selecting a prospective member who is duly qualified. The prior classification of the honorary member shall not pose a restriction to any person being considered for membership.
  10. In the event an honorary member wishes to become an active member, the honorary member must complete a new application for membership and go through the normal screening procedures that are requested of a prospective member. If approved by the membership committee and if there is no current active member who is in the same business classification for which the honorary member is seeking, active membership may be granted.

## ARTICLE V

### Officers and Directors

1. The governing body of this club shall be composed of a Board of Directors to be constituted as the by-laws of the club may provide.
2. Except as herein otherwise specifically provided, the decision of the Board of Directors in all club matters shall be final, subject only to an appeal to the membership. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant.
3. On any appeal to the membership, which shall be announced at a regularly scheduled club meeting, a decision of the Board of Directors shall be reversed only by a three-fourths vote of the membership present at the next regularly scheduled meeting of the club.
4. The officers of the club shall consist of a President, a Vice-President, a Secretary, a Treasurer, the immediate Past President and 2 Members at Large.
5. Each officer shall serve for the fiscal year as provided in the by-laws.
6. No officer shall be eligible for the same office for more than one consecutive term.

## ARTICLE VI

### Dues

Every active and honorary member shall pay as dues that amount established by the membership.

## ARTICLE VII

### Duration of Membership

1. Membership shall continue during the existence of the club, unless terminated as hereinafter provided.
2. Active membership shall automatically terminate if, and when, an active member ceases to be personally and actively engaged within the classification of business or profession under which member is classified in the club; or member resigns from the club.
3. Re-applying. When the membership of an active member has terminated as provided in the foregoing Section 2 of Article VII, such person may make new application for membership. Such application shall be considered as any other application for membership under the classification for which the former member applies.
4. Termination for Non Attendance:
  - A. Three-Five-Ten Rule. The membership of any active member who is absent from three consecutive regularly scheduled meetings and/or five meetings in any one quarter (January 1 - March 31, April 1 - June 30, July 1 - September 30, October 1 - December 31) and/or ten meetings in any calendar year shall automatically be terminated. But, in no event, may a membership be terminated without written notice of such termination. The member, without exception, will be notified that their membership has terminated, but that member shall be granted a period of two weeks from date of notice to appeal the termination with the Board of Directors should member feel that member has a good and proper excuse. If the Board feels that membership was unjustly terminated, then the Board of Directors shall consider the member's request for reinstatement and shall vote on reinstatement. For a member to be reinstated, the majority of those board members present at the meeting must vote in favor of reinstatement. In the event that one of the board members is the member so terminated, then the majority vote of the board excluding the vote of that member will be necessary in order for reinstatement.

- B. One-Five-Twenty Rule. The membership of any honorary member who fails to attend at least one regularly scheduled club meeting in any one calendar month and/or five regularly scheduled club meetings in any one calendar quarter and/or twenty regularly scheduled club meetings in any calendar year shall automatically be terminated. But, in no event, may a membership be terminated without written notice of such termination. The member, without exception, will be notified that their membership has terminated, but that member shall be granted a period of two weeks from date of notice to appeal the termination with the Board of Directors should member feel that member has a good and proper excuse. If the Board feels that membership was unjustly terminated, then the Board of Directors shall consider the member's request for reinstatement and shall vote on reinstatement. For a member to be reinstated, the majority of those board members present at the meeting must vote in favor of reinstatement. In the event that one of the board members is the member so terminated, then the majority vote of the board excluding the vote of that member will be necessary in order for reinstatement.
- C. The above provisions in “A” and “B” shall not be applicable to members granted a leave of absence as long as they comply with their terms of such leave.
- D. Paragraph “A” above shall be applicable for new members but with the additional requirement that the ten allowable absences in the calendar year (January 1 - December 31) shall be prorated according to the following schedule:

<u>DATE OF MEMBERSHIP</u>	<u>ALLOWED ABSENCES</u>
During Jan. - Feb. 28	10
After March 1	9
After April 1	8
After May 1	7
After June 1	6
After July 1	5
After August 1	4
After September 1	3
After October 1	2
After November 1	1
After December 1	0

- E. New members, as part of their probation, must attend all meetings within the first thirty days of membership. The requirement for attendance for new members shall be in addition to any requirements outlined in paragraph “A” of this section and as may be stated in the bylaws.

## ARTICLE VIII

### By-Laws

This club shall not adopt by-laws inconsistent with this constitution.

## ARTICLE IX

### Amendments

Any active member may propose an amendment, in written form, to the Board at any time. The Board will act on the proposed amendment during its following regularly scheduled Board meeting and, if approved, present the proposed amendment at the first regularly scheduled club meeting following the conclusion of the Board meeting. In the event that three-fourths of the members attending vote for the amendment, the constitution will stand as amended.