

# **BY-LAWS OF EBBE**

## **ARTICLE I**

### *Purpose*

EBBE, (Expanding Business Beyond Expectations) the "Chapter", is an organization of persons dedicated to the ideals of bettering their respective careers through the interchange of social and professional contacts. Each occupation is represented by one Member and conflicts of interest are disallowed.

## **ARTICLE II**

### *Members' Meetings*

**Section 1. Meetings.** Members shall meet every Thursday at seven o'clock in the morning or at such other time or times as may be determined by the Officers or a majority of Members for the transaction of such business as may be properly brought before the meeting. Meetings shall be held at such places within the Commonwealth of Massachusetts as determined by the Officers of EBBE from time to time with notice to all members.

**Section 2. Quorum.** A quorum at all meetings of Members shall consist of a majority of the Members.

**Section 3. Organization.** Meetings of the Members shall be presided over by the President, or if he or she is not present, by the Vice President, or if neither the President nor the Vice President is present by a Chair Person to be chosen by a majority of Members entitled to vote who are present in person or by proxy at the meeting. The Secretary of the Chapter, or in his or her absence the Assistant Secretary, or any other person chosen by a majority of the Members present and entitled to vote at the meeting, shall act as Secretary of the meeting.

At the regularly scheduled meeting of the Members, the order of business shall be as follows or as established by the President:

1. Calling meeting to order.
2. 60 second business commercials. Members who are late (after 7:15 am) will forfeit their opportunity to present to the group at this time.
3. Reports of committees, if any.
4. Presentation by a Member.
5. Miscellaneous business.
6. Adjournment.

**Section 4. Voting.** Except as otherwise provided in these By-Laws, at every meeting of the Members, each Member shall have one (1) vote. Written proxies shall be permitted.

**Section 5. List of Members.** The Secretary shall make and maintain a full, true and complete list, in alphabetical order, of all the Members and former Members (so designated) and the address, telephone number, and e-mail address of each Member or former Member. Such list shall at all times during the Members' meetings be open to the examination of any member, and shall be updated weekly so as to properly state current and lapsed or terminated Memberships.

### **ARTICLE III**

#### **Membership**

**Section 1.** "Members" shall mean all persons who have accepted memberships after submitting an application, and who are active participants in EBBE and current in their Membership dues. Dues should be paid by March 31 of each year. For members joining after March 31, the full membership fee should be paid but the following year fee will be prorated. No Member whose dues or other required payments are in arrears shall be entitled to vote or attend meetings.

**Section 2.** Prospective Members may attend up to two meetings and then submit an application to the Membership Chair Person. The Membership Chair Person will lead a vote of the Membership Committee which vote will occur outside the presence of the prospective Member to determine whether

the prospective Member's application for Membership shall be approved. The Vote of two-thirds (2/3) of the Membership Committee shall be required to approve a potential Member's application for Membership. Once approved by the membership committee, the prospective member's application for membership shall be approved only by a majority vote of a quorum of the membership at a meeting of the membership.

**Section 3.** Membership is non-transferrable and cannot be assigned. Any Member may resign from the Chapter provided that she or he has paid all outstanding debts to the Chapter. The resignation shall be in writing, submitted to the Officers and shall be effective upon receipt by the Officers. The Membership fee is non-refundable.

**Section 4.** All prospective members must be engaged full time in the occupation which they will represent in the Chapter. This requirement may be waived by the Membership Committee for good cause shown by the prospective member.

**Section 5.** All members are expected to attend at least 50% of the scheduled meetings. Members are not permitted to be members of other networking groups with similar objectives. This includes any prospective members interested in joining our group.

**Section 6.** Termination of Membership. The membership of any Member may be terminated by a majority vote of a quorum at any Meeting. Any motion to terminate a Member's membership must be brought forward by the Membership Chair Person, or a Member of his or her Committee.

## **ARTICLE IV**

### **Officers**

**Section 1.** Elections. The Members, at their first meeting in the month of April annually, shall choose a President who shall hold office for a term of one (1) year. The Members shall also choose a Vice President, a Treasurer, a Secretary and a Membership Chair Person, who shall each hold office for one (1) year. All officers shall be elected by a majority vote of the Members. A quorum must be present at said Meeting as a pre-requisite for the election of

Officers. If a quorum is not present at said Meeting, the election shall be postponed to the next Meeting at which a quorum is present and the current Officers shall continue to serve in their respective capacities until said election.

The Members may also appoint such other officers and agents as they may deem proper for such periods as they deem appropriate. Any officers and agents elected or appointed may be removed at any time with or without cause, by the two-thirds (2/3) vote of the Members. If there is a vacancy in an office, the vacancy shall be filled by a majority vote of the Members.

**Section 2. General Powers of Officers.** All of the Officers chosen or appointed by the Members shall have such powers and perform such duties in the management of the affairs and activities of the Chapter, as described by these By-Laws. The Officers of the Chapter elected or appointed by the Members shall hold office until the end of their terms or their successors are elected.

President: The President shall be the chief executive officer of the Chapter; the President shall preside at all meetings of the Members at which he or she is present, he or she shall have general and active management of the business of the Chapter and shall perform such other duties consistent with the positions of President.

Vice President: The Vice President shall conduct meetings, perform such duties and shall have such authority as from time to time may be delegated to him or her by the President. In the absence of the President, the Vice President shall perform the duties and be vested with the authority of the President.

Treasurer: The Treasurer shall have the care and custody of all funds and securities of the Chapter, and shall deposit the same in the name of the chapter, in such bank or banks as the Members may designate, and shall perform such other duties as the Members may from time to time prescribe. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall render to the President and the Members, at regular meetings thereof, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Chapter at each annual meeting.

Secretary: The Secretary shall keep the minutes of all proceedings of the meetings of members including records of member attendance and he or she shall in general perform all of the duties incident to the office and such other duties as may be assigned to him or her by the Members.

Membership Chair Person: The Membership Chair Person shall lead a committee to approve new Members, confirm that current Members maintain active status by remaining current on dues, and move to remove Members when the case arises.

The Officers of the Chapter shall each have such powers and duties as generally pertains to their respective offices, as well as such powers and duties as from time to time may be conferred by majority vote of the Members.

**Section 3.** Vacancies of Officers: All vacancies among the Officers arising from any cause whatsoever, shall be filled by majority vote of the Members.

## **ARTICLE V**

### *Funds, Written Contracts, Etc.*

**Section 1.** Depository of Funds: The Officers may from time to time designate a bank or trust Chapter as a depository of the funds of the Chapter, subject to withdrawal by check.

**Section 2.** Funds – How Drawn. All checks, notes, drafts, or other orders for the payment of money of the Chapter shall be signed, endorsed or accepted in the name of the Chapter in such manner as the Officers may from time to time direct. The President and Treasurer shall be designated as officers authorized to sign checks, notes, drafts, or other orders for payment of money. At no time shall less than two officers be authorized to sign such documents on behalf of the Chapter.

**Section 3.** Written Contracts. All written contracts and written obligations to which the Chapter may be a party, shall be signed by the President and by the Treasurer, or by such other Officers as the Members may direct.

**Section 4. Voting.** The chapter may not enter into any contract, written or oral or expend any sum in excess of \$50.00 without a prior affirmative vote in favor thereof by a majority vote of the members at any meeting at which a quorum is present.

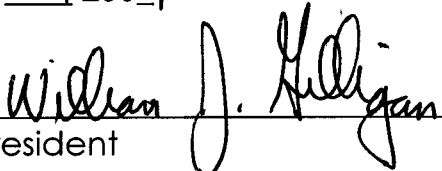
**ARTICLE VI**

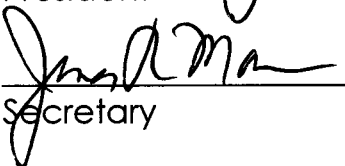
**Amendments**

The By-Laws of the Chapter shall be subject to alteration, amendments, or repeal and new By-Laws may be made, either by affirmative vote of a majority of the active Members, given at any meeting, provided that notice of the proposal so to make, alter, amend or repeal such By-Laws be included in the notice of such meeting to the Members.

CERTIFICATION OF APPROVAL

We, the President and Secretary of EBBE hereby certify that the By-Laws as reproduced above were approved by majority vote of the membership at the meeting held on the 16<sup>th</sup> day of July 2009

  
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President

  
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Secretary