

# CONSTITUTION AND BYLAWS

Revision 08/26/2018

## ARTICLE I

### Name and Jurisdiction

#### Section 1 - Organization Name

This organization shall be known as Albany New Business Generation, aka. AlbanyNBG.org

#### Section 2 - Jurisdiction

Jurisdiction of the organization shall embrace all members statewide.

## ARTICLE II

### Objectives

**Section 1** - To promote business and referrals for its membership.

## ARTICLE III

### Membership

#### Section 1 – Eligibility

A. A business may apply for membership for no more than one category. It must be a legitimate business endeavor and must not conflict with another member's business.

1. A new applicant for membership that may have a category conflict with an existing member's business must first check with the current Vice President and or the Membership Chair to see if there is a conflict. If there is no conflict then membership process shall proceed.

2. If the current member does see a conflict and the new applicant wants to join anyway, the applicant must appeal to the Executive Board who will make the final decision based on information from both parties.

3. If the current member with a business category conflict is one of the Board members, said Board member must excuse their self from the decision-making and be replaced by an Ad-Hoc member for the final decision.

4. A denied applicant can ask to be placed on a waiting list, to be notified when requested category becomes available. Being on the waiting list does not guarantee NBG membership placement in any category.

B. There shall be only one business per business category.

C. A prospective member shall attend two consecutive meetings including a brief

- C. A prospective member shall attend two consecutive meetings including a brief introduction of themselves and their business before submitting an application. However, membership shall be awarded on a first come, first serve basis. Guest attendance shall be documented in the weekly e-blast both weeks in which the guest attends a meeting.
- D. In the result of two perspective members with conflicting business categories both submitting applications at the same time, a drawing will be held whereas the winner will be awarded the membership. *A vote of the membership (by secret ballot) shall decide which member will be admitted to the group.*
- E. Membership is limited to sixty-five (65) businesses. This number is defined only by meeting space and maintaining the strict meeting timeline.
- F. Current member inviting guest must “mentor” their prospective member.
  1. If membership proceeds, it is the mentor’s duty to make sure the new member is aware of policies/procedures/bylaws and answer any questions they might have.
  2. Make certain the new member is properly introduced to current members.
- G. Following attendance at a second meeting, prospective members will be presented with a “Membership Packet” which will include a copy of the most current bylaws and a membership application. Completed application shall be returned with membership fee to the NBG Treasurer.
- H. In addition to having an active NBG member as their mentor, prospective members will provide two additional references, ideally business references.
- I. Application information will be reviewed, researched and a decision will be made by the Board, regarding membership within two weeks of application submission.
  1. The week following application submission, prospective member will not attend the general membership meeting.
  2. The application will be announced under “New Business” allowing any members the opportunity to voice concerns over application to the board.

## **Section 2 - Membership Rights**

- A. Members shall have the right to object to an application of prospective members to the Executive Board.
  1. An Ad-Hoc member will be assigned to vote in lieu of a Board member who has a category conflict with an application.
- B. Membership Voting
  1. A quorum of the total active membership, not including Honorary Members, is required to hold a vote.
  2. A quorum shall be comprised of 50% plus one of the active

memberships, not including Honorary Members.

3. A majority vote of 51% of the quorum is required to pass or fail a proposed change.
4. A motion requires a second before discussion

### **Section 3 - Acceptance**

New members agree to accept and follow rules and laws governing this organization.

### **Section 4 - Loss of Membership**

Membership may be terminated for any of the following reasons, with an Executive Board quorum vote:

- A. Excessive absenteeism (see Article VI Section 5).
- B. Misrepresenting your business or profession on the application.
- C. Misconduct or unethical business organization practices.

## **ARTICLE IV**

### **Dues**

#### **Section 1 - Payment**

- A. Dues shall be \$80.00 *\$150* per Fiscal year.
  1. Dues for new & renewing members joining July - December \$80.00 *\$150.00*
  2. Dues for new members joining January - June \$40.00 *\$75.00*
  3. *There shall be an application fee of \$25.00 for new members.*
  4. *A \$10.00 late fee will be imposed if dues are not paid by August 1<sup>st</sup>.*
- B. The first Wednesday of July will mark the official beginning of the Fiscal year.
  1. Annual dues must be paid in full on or before the last Wednesday of July. *If a member has not paid their dues by September 1<sup>st</sup>, this will result in the membership being terminated from the group.*
- C. Annual business schedule will be as follows:
  1. The Fiscal year begins on July 1st, and runs through June 30th of the following calendar year.
  2. Attendance and business will be conducted as normal during all 12 months.
- D. Dues are non-refundable under any circumstance.

#### **Section 2 - Change in Dues**

- A. The exact nature of the proposed changes will be widely publicized to the members before a vote is taken.
- B. Reason for the change shall be clearly explained.
- C. Requires a vote of the quorum.

## **ARTICLE V**

### **Accounting**

#### **Section 1 - Revenue**

- A. All moneys received shall be deposited in a bank account.
- B. All accounts shall have two authorized signatures from the Executive Board: Treasurer

D. All accounts shall have two authorized signatures from the Executive Board, Treasurer and either President, Vice President, or Secretary.

## **Section 2 - Withdrawals/Expenditures**

- A. One signature is required for signing any checks or withdrawal.
- B. The President can approve and sign for any purchase \$250 or less without approval from the membership.
- C. The Executive Board shall propose all expenditures or withdrawals over \$250.
- D. The proposed expenditure is then voted on by the membership quorum.

## **Section 3 - Reporting**

Membership shall be given a financial report once a year at the Board's discretion.

# **ARTICLE VI**

## **Meetings**

### **Section 1 - Protocol**

All business and meetings shall be conducted according to the Roberts Rules of Order.

### **Section 2 - Time and Place**

A. Meetings shall be held every Wednesday at ~~7:45 AM to 9:00 AM~~ unless a motion is made to extend time. Members are encouraged to arrive at 7:30 AM for networking and socializing.

B. Meetings shall be held at the appointed establishment.

C. Any offsite meetings will be announced and discussed at a prior meeting so all members are aware of the change in venue.

D. Meetings will not be held on major holidays, the Wednesday before Thanksgiving or the Wednesday between Christmas and New Years.

E. Special meetings may be called by the President or the Executive Committee.

### **Section 3 - Order of Business**

The order of business at the regular meetings shall be as follows:

A. Opening greeting and pledge at ~~7:45 AM~~

B. Begin with introduction of officers in the following order:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Past President

*6 President Elect*

C. Then introduction of members and guests

F. Speaker of the day (10-20 minute presentation)

D. Introductions shall not exceed ~~30~~ 45 seconds each.

1. Introductions may include a question of the day and is at the discretion of the presiding officer. Internal leads shall be quickly announced and not expounded upon.

2. External leads and testimonials shall be on topic and presented quickly.

3. Member who invited the guest should be the one to introduce the guest.

~~3. Unless urgent, all announcements are to be given at the end segment of meeting.~~

~~E. Honorable mentions will be given for those who:~~

~~1. Call their absence into the NBG Leads line before 7:30 AM, or~~

~~2. Request Honorable Mention from another member.~~

E. Treasurers report (quarterly)

G. In some cases, a second speaker may be added to the presentation lineup, with each speaker providing a 5-10 minute presentation.

H. Old Business

I. New Business

~~K. There will be five minutes provided to the entire membership to give internal shout-outs or "Thank You" to members.~~

J. Announcements (Public & Community Announcements) if time allows. Members will be provided the opportunity to place fliers and promotional materials on a table within the venue.

1. Marketing specials are to be presented during announcements at end segment of meeting.

2. The Board encourages announcements to be emailed to the Secretary by the Friday prior to be included in the e-blast.

K. Adjournment

#### **Section 4 - Motions and Issues**

When voting, only one idea may be conveyed per motion and issue; each item will be addressed and voted on separately.

#### **Section 5 - Attendance**

A. All members shall attend every meeting or be represented by a proxy.

B. In the case where the proxy is an existing Albany NBG member, a proxy is defined as an occasional and temporary surrogate.

C. Any business may be represented by multiple co-workers.

D. A member shall not miss more than ~~four meetings within three consecutive months~~ *three meetings within one calendar quarter*, without approval from the board of directors. After three absences in one quarter, the member shall receive a letter from the Board detailing their absences.

E. The board of directors shall consider and vote to excuse extended leave of absences due to vacations, business travel, sabbaticals, personal or family health issues, pregnancy, surgery, legal issues, financial crisis as well as other critical and unavoidable matters.

F. The board may retroactively excuse absences.

G. Weather related issues, dangerous weather, storms or conditions where schools and government buildings are closed will not count as absent. At no time does Albany NBG wish to risk the welfare and safety of our membership.

H. Members who miss ~~five~~ *four* meetings in ~~any three consecutive months~~ *within one calendar quarter* will forfeit their membership and their business category will open up (exceptions see "E & F" above).

1. Past member may reapply for the forfeited post as long as the category has not already been filled.

2. Past member will be responsible for paying dues as if a new member.

I. A \$1.00 “Scooter Fee” will be paid from any member leaving the meeting after the Flag Salute and before the end of the speaker’s time.

1. The Scooter fees may be placed on the head table before meeting begins.

2. No member is allowed to utilize the “Scooter Fee” option more than once a month. Abuse may result in termination of membership if behavior continues.

**J. Any member who arrives to a meeting after the speaker starts their presentation shall be either fined \$10.00 or marked as absent.**

### **Section 6 - Guests**

A. A member shall be allowed to bring “*prospective members*” as guests to the meetings.

1. Member shall email a member of the Board prior to bringing a guest to ensure guests don’t conflict with current membership.

~~2. One free breakfast is given to a member when their guest joins Albany NBG.~~

B. ~~Guests will not have any membership or voting rights.~~

~~C. Guests are invited to have a full breakfast courtesy of New Business Generation:~~

~~1. Offer is available one time only on the guest’s first visit.~~

~~2. Breakfast cost shall be considered reasonable for the current venue.~~

## **ARTICLE VII**

### **Officers**

#### **Section 1 - Positions**

Officers of this organization shall be President, Vice President, Secretary, Treasurer, *President Elect* and Past President

A. Officers are elected during the month of May

B. Officers are not compensated with payment

C. President, Vice President, *Past President*, *President Elect* and Secretary get ½ off of their annual dues

D. Treasurer receives 100% off of dues

#### **Section 2 - Vacancies**

Any vacancy on the Executive Board can be filled by appointment by the President (Vice President if the President resigns) and approval of the remaining Executive Board.

#### **Section 3 - Duties of officers**

The duties of the officers shall be as follows:

##### **President**

A. Shall convene regularly scheduled and board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Past President, *President Elect*, Secretary, and Treasurer.

B. President should be a signatory on the Albany NBG business checking account, but this may be delegated to another officer.

C. President shall be the representative to outside organizations and press.

D. President cannot place a motion before the organization; however the president does have voting rights.

E. Will call the next speaker on Monday before the meeting.

### **Vice President**

A. Act on issues in place of the President, and in the event of the President's absence, shall preside at weekly meetings

B. May be a signatory on the Albany NBG business checking account

C. Assist the President in maintaining order at the meetings

D. The Vice President shall act as the membership chair

E. ~~Contact fourth absentees of pending membership expiration~~

### **President Elect**

A. ~~Contact fourth absentees of pending membership expiration~~

B. Works with the Treasurer to develop the following year's budget.

### **Secretary**

A. Keep updated list of all members' names, addresses, phone numbers and email addresses.

B. May be a signatory on the Albany NBG business checking account.

C. Keep minutes for each meeting

D. Keep attendance

E. Keeps record of speakers and speaker schedule

F. Keeps record of guests

G. Will maintain the waiting list

H. Delivers all required documents from each meeting to the webmaster for posting onto the AlbanyNBG.org website. This information should be delivered within two business days following each meeting.

### **Treasurer**

A. Receive all monies paid to the organization.

B. Will be a signatory on the Albany NBG business checking account.

C. Keep accurate and true accounts of all transactions

D. Keep accurate records of all membership dues status.

E. Present a Treasurers Report to the membership at beginning of each quarter.

F. Maintain and review organizational budget.

### **Executive Board**

A. The executive committee to preside at each meeting in the following order: President, Vice President, Secretary, Treasurer, immediate past President, *and President Elect*.

B. Review all applications for membership. Approve and grant exceptions for hardship.

C. Hear and try to settle grievances and disputes among members. Any grievance will not carry over to new members. Old committee will settle grievances.

D. Coordinate trade show(s) each year.

E. Coordinate referral development for members. Prepare expense reports for pre-approval for submission to the body for discussion and approval.

F. At least one Board Member must be on any committee created.

G. Assign an Ad-Hoc member to vote on a New Member Proposal, in lieu of any Board Member who expresses a business category conflict with the potential new member proposal.

### **Term of Office**

A. The Executive Board members shall serve in office of a term of one year, July through June.

B. No Board Member shall serve more than two consecutive terms in the same board position. A Board Member may, however, run for a different board position even after serving two consecutive terms in a separate capacity.

### **Other Appointees**

A. **Sergeant At Arms: Shall limit time of member's introduction times. Serves for two years**

B. **Webmaster: Shall update the group's website. Serves for two years.**

C. **Social Media Chair: Shall coordinate all social media functions. Serves for two years.**

## **ARTICLE VIII**

### **Bylaw Revisions**

#### **Section 1 – Purpose and Objectives**

The Bylaws are intended to keep all meetings on track and without dispute. They are to be used by the Executive Board and members to guide Albany NBG through conflicts that may periodically arise.

#### **Section 2 – Updates and Revisions**

A. The Bylaws will be reviewed on an annual basis during the first business meeting of the calendar New Year. *in September.*

B. Revisions/changes to the Bylaws will be presented, a motion made, seconded and discussed at the above mentioned business meeting.

C. A vote of the membership quorum shall be made prior to any changes of the Bylaws.

D. Current Bylaws will be posted onto the AlbanyNBG.org website by the webmaster.

## **ARTICLE IX**

### **Honorable Membership**

#### **Section 1 – Policy**

A. Albany New Business Generation may offer an Honorable Membership to a business, in exchange for venue services provided.

1. An Executive Board quorum vote shall be required to approve an Honorable Membership.

2. Honorable Member will provide a venue with furniture and fixtures only.

3. Utensils, settings, and all other consumables to be provided by NBG membership.

B. Weekly meeting attendance is encouraged, but is optional.



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1. Absences do not affect NBG membership status.

C. Honorary Membership is not automatic and must be voted on each year, before last Wednesday in September.

*Updated August 26, 2018, Revision*