

# HVLE Bylaws

Revised 1/2008

Our Creed (to be read at the beginning of each meeting): The Hudson Valley Lead Exchange is an organization of business and professional people dedicated to the continuing individual success of our members. Our sole purpose is the exchange of business leads. All members are expected to maintain the highest standards of competency, service and integrity. Each business category is represented by one member only who is committed to the generation of business leads for fellow members and to the recruitment of new members.

## Article 1 - Name

Section 1: The organization shall be known as the Hudson Valley Lead Exchange.

## Article II - Purpose

Section 1: Hudson Valley Lead Exchange is an organization of business persons dedicated to the ideals of bettering their respective careers through the interchange of social and professional contacts. Each occupational endeavor is represented by one member and conflicts of interest are disallowed. Section 2: A Lead is defined as a contact between two members or when one member generates a contact between another member and a non-member, which could potentially lead to a business transaction. Section 3: The basic goal of this organization shall be to expand the business contacts of the community at large.

Section 4: This organization shall not be used in any way for political purposes nor shall it as a group, actively participate in the political candidacy of any person or clause.

## Article III - Membership and Classification

Section 1: Membership in this organization shall be of the active class only.

a. The Board of Directors has the right to extend a "leave of absence" to a member in good standing, based on the Board's majority vote, quorum required, after reviewing the participation of the member in total. Request must be in writing. This may be done for vacation, illness, accident, personal matters, etc. Length of leave will be determined by merit of request and if issued will be in one month intervals, not to exceed three consecutive months without action of the Board.

Section 2:

a. The active membership shall consist of men and women of good character and community standing residing or having other community interest within the Hudson Valley area. Each active member has one vote. Members cannot hold membership in any other networking or lead generating organization and such other membership will render the member ineligible to continue active membership in the HVLE.

b. The active membership shall be composed of occupations listed on the official membership category list. A member may only control one of these occupations and must work in that occupation.

c. Prospective members may attend four consecutive meetings and then must submit an application to the Membership Chairperson with their payment of the membership fee. If the Board deems it necessary, the Membership Inspector will schedule an application interview at the prospective member's place of business. The prospective member will attend the next meeting and give a five-minute presentation about his/her business and answer questions asked by the membership. The prospective member will not attend the following meeting, during which a written membership vote will be taken. No voting by proxy. Three no votes shall be sufficient to deny an applicant membership, unless there are more than thirty members in the organization. If there are more than thirty members, (computed at the beginning of the quarter in which the vote is taken), ten percent of that number shall be required to vote no to deny the applicant membership. If the percentage is a fraction, it must be rounded up. (Example: If the group has 42 members, 10% is 4.2, rounded up to 5 negative votes needed to deny membership). Name and telephone number must appear on all no votes. The only exception to the accepting of the no votes as final is when the Board of Directors decides, in a quorum vote, that the no votes were for the purpose of keeping a prospective member out for the purpose of saving category coverage for a member who is not holding that category, or for any type of religious, racial or sexual bias.

d. Network (multi-level) marketing members are specifically prohibited from actively recruiting lead exchange members, or individuals to whom they have been referred through leads, into their respective organizations. However, if the lead exchange member or referral requests information of the network (multi-level) marketing member's business opportunity, there is no stipulation against supplying the information and delivering a business presentation.

e. Speak-Off - If two people apply for the same category within a two-week interval, a speak-off will occur the third week. A five-minute presentation by each person will be required at that meeting. Ballots will be passed and the person receiving the majority of written votes will become a member. Inspections and payment of membership fees must be completed prior to the speak-off.

e. Speak-Off - If two people apply for the same category within a two-week interval, a speak-off will occur the third week. A ten-minute presentation by each person will be required at that meeting. Ballots will be passed and the person receiving

the majority of written votes will become a member. If a tie, the President will determine winner of speak-off. Inspections and payment of membership fees must be completed prior to the speak-off.

Section 3: Any member may resign from this organization provided that all his indebtedness to the organization 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 fee is non-refundable.

#### **Article IV - Termination of Membership**

Section 1: Members are required to sign and abide by the following commitment:

I will:

- a. Always have a fellow member satisfy my business or personal needs whenever possible.
- b. Attend meetings regularly. If I or my substitute miss two consecutive unexcused meetings, or if I or my substitute miss four meetings in a calendar quarter (remove excused or not) then the membership will be subject to forfeiture.
- c. Report any breach of ethics to the Ethics Committee.
- d. Attempt to provide a minimum of two leads per month to any member and/or to provide substantive input to the organization.
- e. Distribute club brochures at my place of business.
- f. Conform to these bylaws and subsequent changes.

Section 2: Any member being in arrears in the payment of dues and/or financial obligations, per Article IX, Section 3, shall stand suspended and shall be notified forthwith in writing by the Secretary of the club. Membership may be revoked for non-payment of dues.

Section 2: Any member being in arrears in the payment of dues and/or financial obligations, per Article IX, Section 3, shall stand suspended and shall be notified forthwith in writing by the Secretary of the club. Membership may be revoked for non-payment of dues after reviewed by the Board and voted on by the group.

Section 3: Code of Ethics. The Board of Directors is authorized, as herein provided, to suspend from membership for a period of not more than one year, or expel from membership any member of this organization for good cause. Section 3: Code of Ethics. The Board of Directors is authorized, as herein provided, to suspend from membership for a period of not more than one year, or expel from membership any member of this organization for actions detrimental to the organization or its members.

Section 4: "Good Cause" as used in Section 3 means:

- a. Any conduct that brings the organization into public disrepute or violates the purpose for which this organization was formed.
- b. Any willful failure or refusal to abide by the articles, bylaws, or rules of this club.
- c. Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these bylaws.
- d. Any willful failure or refusal to abide by the Code of Ethics and the Commitment Article IV Section 1.
- e. Conviction of any felony or any crime involving moral turpitude.
- f. The filing of any involuntary petition in bankruptcy or making any 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 cleared up and released within thirty days.
- g. Any conduct that causes any member to come into public dispute.
- h. Any conduct unbecoming of a professional person, or which causes severe embarrassment, either personally or in the business community, to any other member.
- i. Engaged in personal or professional misconduct or a breach of the Code of Ethics of this organization of such a serious nature as to render his/her continued presence as a member of the club personally or professionally obnoxious or detrimental to the other members of the organization.
- j. Any willful failure or refusal to pay any just debt which is validly due and owing by such member.

Section 5: Definitions

- a. "Suspensions" all voting and other rights of the member during the term of his suspension are terminated, however all fees are to be paid.
- b. "Expulsion" membership of the member in this organization is immediately terminated, however, all fines and fees are to be paid in full.

Section 6: The Ethics Committee shall review all violations of the "Good Cause" provisions of Section 4. Any and all alleged violations shall be in writing, and addressed to the President unless an Ethics Committee is in place. Then address the violations to the chairman of the Ethics Committee.

- a. If the President is the alleged violator then the Vice President will hear the case.
- b. If the Ethics Committee is in place, then the President will hear the case if the violation involves a member of the Ethics Committee.
- c. The Ethics Committee shall abide by and be bound by the rules and regulations of the Hudson Valley Lead Exchange with reference to the manner of conducting their investigation. A copy of the rules and regulations of Hudson Valley Lead Exchange shall be made available to each committee member and to the alleged violator.
- d. 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 days after the completion of their investigation. If the alleged violator is the President, then the ruling shall be submitted, as aforesaid, to the Vice President.
- e. Upon receipt of the committee's investigation report, the President, or the Vice President, as the case may be, shall immediately call a meeting of the Board of Directors. The Board meeting (quorum required) shall be conducted in accordance with the rules and regulations of Hudson Valley Lead Exchange. Each member of the Board of Directors and the alleged violator shall be given a complete and up to date copy of the rules and regulations. The vote of the Board of Directors shall be final and binding.
- f. An expelled member shall not be eligible for readmission to the organization.
- g. All rights of the subject member in the club or in its property shall cease on his/her expulsion.

#### **Article V - Officers**

Section 1: The officers of this organization shall be President, Vice President, Secretary and Treasurer. The term of office for each shall be one year. The Vice President, Secretary and Treasurer will be elected from the general membership annually. The President's position will be filled by the previous year's Vice President. A member may hold a position as an officer for up to 3 consecutive years. In the event that the office of Treasurer, Secretary or Vice President becomes vacant for any reason whatsoever, the Board of Directors, with membership approval, shall fill the vacancy. If the office of President becomes vacant, the Vice President shall become the President and a new Vice President the Board of Directors will fill the Vice Presidential vacancy, with membership approval.

Section 2: The President shall serve as the executive officer of the organization, 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. Section 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.

Section 4: The Secretary shall keep and maintain the minutes of the meetings of the Board of Directors and business meetings and shall conduct all correspondence as may be required by the President or Board of Directors and shall generally perform such duties that are ordinarily incumbent upon a Secretary.

Section 5: The Treasurer shall keep and maintain records of all financial actions of the chapter, which shall include all records of membership initiation fees, dues, fines, and all monies collected and disbursed. The Treasurer shall prepare quarterly and annual statements for the organization and generally perform such duties that are ordinarily incumbent upon a Treasurer. The Treasurer, along with the Board of Directors, shall prepare an annual treasurer's report which shall be completed and presented to the general membership for discussion by the 2<sup>nd</sup> meeting in December.

#### **Article VI - Directors**

Section 1: Hudson Valley Lead Exchange shall be governed by the Board of Directors.

Section 2: There shall be a Board of Directors which shall consist of the President, the past 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.

Section 3: The Board of Directors shall have control and management of the organizations activities, determine all policies, discipline members, and generally supervise the affairs of the organization.

#### **Article VII - Election Procedure**

Section 1: The election of officers and directors shall be held at a regular meeting prior to January 15. The annual meeting will be the first regular meeting after January 15.

Section 2: Voting shall be by written ballot and shall not be cumulative. There shall be no voting by proxy or absentee ballot.

Section 3: At a regular meeting of the organization at least six weeks prior to the date of the annual meeting, the President shall appoint a Nominating Committee. This committee shall consist of any three members other than the Board of Directors. The 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.

Section 4: At least five weeks before the annual meeting, the Nominating Committee shall submit a list of nominees. At least four weeks before the annual meeting, nominations from the floor at a regular meeting of the club may be made for any office and when so made together with the list submitted by the Nominating Committee shall then be the list of nominees submitted to the club for an election of Officers and Directors. Nominations from the floor must be in the form of a petition signed by five members in good standing.

Section 4: At least five weeks before the annual meeting, the Nominating Committee shall submit a list of nominees. At least four weeks before the annual meeting, nominations from the floor at a regular meeting of the club may be made for any office and when so made together with the list submitted by the Nominating Committee shall submit a slate of candidates (one per office) to be submitted to the organization for an election of Officers and Directors. Nominations from the floor must be in the form of a petition signed by five members in good standing.

Section 5: In the case of a vacancy in the office of President, the Vice President shall succeed to the office and the Board of Directors shall fill the vacancy of Vice President with membership approval. In the case of a vacancy for the Secretary, Treasurer or other Board Member position, the Board of Directors shall fill the vacancy with membership approval.

Section 6: Only members in good standing shall be eligible to hold office and vote.

### **Article VIII - Meetings**

Section 1: This organization shall hold a weekly breakfast starting at 7:15 AM on such day and place as shall be determined by the Board of Directors. The meetings shall feature club members only as Greeter and two Speakers (with 8 minutes to speak and 2 minutes for questions). Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors. Breakfast meetings shall end at 8:30 except on special occasions as approved by the Board of Directors or a vote of the membership. Prior to the close of each meeting, each member and any attending prospective member shall circulate an ample supply of their business cards to the left. Simultaneously, a basket will be passed to the left and at their turn, each Lead Exchange member will rise to give a 30 second message about their member business and place their lead(s) or fine into the basket.

Section 1: This organization shall hold a weekly breakfast starting at 7:15 AM on such day and place as shall be determined by the Board of Directors. The meetings shall feature one speaker (20 minute presentation including Q&A). Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors, that must meet within 2 weeks to discuss. Breakfast meetings shall end at 8:30 except on special occasions as approved by the Board of Directors or a vote of the membership. Prior to the close of each meeting, each member and any attending prospective member shall circulate an ample supply of their business cards to the left. Simultaneously, a basket will be passed to the left and at their turn, each Lead Exchange member will rise at their option to give a 30 second message about their member business and place their lead(s) or fine into the basket.

Section 2: Name badges shall be worn at all weekly meetings.

Section 3: The annual meeting of this club shall be the first regular meeting after January 15. Newly elected officers will be installed at this time. The membership of the Hudson Valley Lead Exchange shall be given at least two weeks notice of any change in the date and place of the annual meeting.

Section 3: The annual meeting of this club shall be the first regular meeting after January 15. Newly elected officers will be installed at this time. The membership of the Hudson Valley Lead Exchange shall be given at least two weeks notice of any change in the date and place of the annual meeting.

### **Article IX - Revenue**

Section 1: Each new member of the organization shall pay a membership fee. The payment of said fee to be prerequisite to admission to membership, payable with application of membership. Membership fee is nonrefundable unless application is refused membership. The fee for a one year membership shall be \$200. A new member shall also have the option of a one time six month membership for \$100. At the end of this six month period the new member must decide if he/she wishes to continue their membership. The remaining six month membership shall be an additional \$100.

Section 2: Annual renewal fees shall be due yearly, on the anniversary month of joining and payable to Hudson Valley Lead Exchange. Renewal fee shall be waived if the member has brought in two new members during the previous year.

Section 3: The fiscal year of this organization shall be from January 15 of each year until January 14 of the following year.

Section 4: Monthly meal dues shall be set by the Board of Directors.

Section 4: Monthly meeting dues shall be set by the Board of Directors, payable on the first Tuesday of the month

### **Article X - Committees**

Section 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.

Section 2: The President shall, immediately following his/her election appoint a Sergeant-At-Arms (responsible for keeping track of time limits, such as of speaker) the chairpersons and members of all committees, and shall announce such appointments no later than the first of the calendar month following elections.

Section 3: The Treasurer shall take attendance at each meeting. The Vice President shall personally communicate with members whose attendance is unsatisfactory for the purpose of improving said member's attendance record.

Section 4: The Committee on Membership shall use the membership categories for classification of new members (only one category per member). The Membership Inspector shall be responsible for scheduling and conducting new membership inspections, if inspection is deemed to be necessary.

Section 5: The Ethics Committee, will consist of the current Board of Directors until membership reaches 25, at that time a separate committee shall be appointed. This committee will be headed by a chairperson, & will be composed of three active members who are not on the Board of Directors.

Section 6: There shall be a Sunshine Committee appointed by the President.

a. The committee shall be of up to three members

b. It is the responsibility of the Sunshine Committee to send cards or gifts in response to occasions or events in the immediate families of the membership. These occasions or events include but are not limited to weddings, injury or illness, and deaths.

c. Any monies spent by the committee must be brought to the membership for a motion and vote.

#### **Article XI – Fines**

Section 1: Fines:

Fines, are assessed in the morning meeting and must be paid at the meeting. Nonpayment will be can be cause for loss of membership. IOU's are unacceptable.

1. No lead.....1.00

2. Late to meeting, after 7:15.....1.00

#### **Article XII - Miscellaneous**

Section 1: Any person who is proposed and accepted for membership in Hudson Valley Lead Exchange shall be deemed to have accepted these bylaws and subsequent changes, and shall be bound by them in all respects.

#### **Article XIII - Filing Status**

Section 1: Any income received shall be utilized only for the purposes of this organization, and no part of the income shall benefit any officer or member.

#### **Article XIV – Quorum**

Section 1: A quorum shall be equal to 51% of those present. This applies the number of members at a general meeting and to board members at a board meeting.

#### **Article XV- Outside Speakers**

Section 1: Non-Member Speakers shall be permitted to attend a weekly meeting and address the membership. Prior to the guest appearing, a vote of the membership must be held to approve the visit.

#### **Article XVI- Amendments**

Section 1: Any amendment of these bylaws may be adopted by two-thirds vote of the active members present at any meeting of this organization, a quorum being present. Written notice of the proposed amendment shall have been given the members at least two weeks prior to the meeting. There shall be no voting by proxy.