

SANTA CLARITA VALLEY BUSINESS GROUP

BY-LAWS – September 2024 REVISION

FOUNDING BY-LAWS – 2002

SANTA CLARITA VALLEY BUSINESS GROUP MISSION STATEMENT – The Santa Clarita Valley Business Group is a “category protected” association of business professionals whose purpose is to provide quality sales referrals to our members, and to increase our membership so that we may further increase our quality sales leads. Our members will regularly provide high quality products and or services, and conduct their business with the highest level of integrity and professionalism.

By-Laws of the Santa Clarita Valley Business Group

ITEM #1 – Name of the Organization

The Santa Clarita Valley Business Group, (hereinafter referred to as the “Organization” and/or “SCVBG”) is a non-profit/not-for-profit association.

ITEM #2 – Organization’s Purpose

Section A – SCVBG is an organization of business professionals (owners, managers, persons of authority in a company). The Organization exists to increase qualified sales leads for its members. Each member retains exclusive rights to a specific occupational category, and conflicts of interest concerning these categories, are not allowed.

Section B – The Organization shall not be used in any way for political purposes.

ITEM #3 – Rules of Referrals

Section A – Referral Defined – A “referral” is a pre-qualified sales lead from one member to another, within the receiving member’s business category, where there is a reasonable possibility that there will be money exchanged for products or services.

Section B – Referral Obligations: With the exception of the terms set forth in **ITEM #3, Section C**, all members must provide a minimum amount of referrals per month in relation to the number of members at the beginning of each new quarter as follows:

39 members or less.....3 referrals
40 to 49 members.....4 referrals
50 members or more.....5 referrals

Section C – Newer Member Referral Obligations – The SCVBG recognizes that it may be difficult for “newer” members to meet the requirements as set forth in **ITEM #3, Section B**. As such, an exception is made regarding the amount of referrals required of newer members. A “newer” member is defined as a member who has been a member of the Organization for less than three months, and is not a “new

substitute” for a member who has been in the group for more than three months. The member’s monthly join date, for purposes of this section only, is considered the beginning of the immediate following month of their actual join date. Newer member referral requirements are as follows:

- 1 month membership or less.....2 referrals
- 2 months membership or less.....3 referrals
- 3 months membership or less.....4 referrals (or current lower minimum for all members)

Section D – Referral Deficits. Should a member not fulfill his/her referral requirements for any given month, that member is required to then “make up” the number of referrals missing in the following month. For example, if the current monthly referral requirement for April is five, and a member has only three referrals, that member must now have seven referrals in May to remain in good standing.

Section E – Referral Banking. Members are permitted to “carry over” a maximum of two referrals to the immediate following month. For example, if the current monthly referral requirement for April is five, and a member has seven referrals for April, that member is only required to have three referrals for May. Referrals cannot carry over for more than one month. This section does not apply to “newer members,” as defined in **ITEM 3 Section C**.

Section F – Members in Good Standing. Should a member fall below the minimum number of referrals for two consecutive months, the member is subject to potential termination of their membership.

Section G – Referral Coordinator – The member(s) selected by the Board of Directors to be the Referral Coordinator shall maintain all records necessary to monitor referrals given by the members. The Coordinator shall provide the Board of Directors a summary of the current referral status of all members at least 24 hours prior to the next scheduled board meeting.

ITEM #4 – Officers and Board of Directors, Coordinators

Section A – The Organization’s voting officers shall be structured as follows:

- President
- Vice-President
- Secretary
- Treasurer
- Three Directors (minimum) or one Director for each ten members in the Organization if membership is over forty members, with five being the maximum, based upon the membership count on Election Day.
- Three available most recent Past Presidents (if desired and declared at the beginning of the new term.)

1. President – The President shall serve as the executive officer of the Organization. He/she shall preside at all general and board meetings, and shall be an ex-officio

member of all committees, except the Conflict Resolution Committee. The President shall exercise general supervision of the entire Organization, and shall perform all ordinary duties typical of a President. The President will maintain and preserve the Organization's historical records.

2. Vice President – The Vice President shall maintain attendance records and perform all of the ordinary duties typical of a Vice President and any other such duties as assigned by the President and/or the Board of Directors.

3. Secretary – The Secretary shall keep meeting minutes of any official meeting of the Board of Directors. All minutes shall be forwarded to the Board of Directors in a timely manner. The Secretary shall perform all ordinary duties typical of a Secretary and as appointed by the Board of Directors. In the Secretary's absence the Board shall choose a capable individual to record and distribute meeting minutes.

4. Treasurer – The Treasurer shall keep and maintain all financial records and transactions for the Organization. The Treasurer shall prepare a financial statement monthly for the Board of Directors. The Treasurer shall also be in charge of any aspect related to accounts receivable or accounts payable. The Treasurer shall perform all ordinary duties typical of a Treasurer and as appointed by the Board of Directors.

5. Directors – The Directors shall be the Inspectors for the Organization whose duties include the membership inspection of applicants to the Organization. Each Director shall be properly trained by a Board member who has previously conducted inspections. Directors not previously on the Board shall shadow at least one inspection with another Director who has previously conducted inspections. The Directors shall be under the direction of the President and the Board of Directors. Other duties will vary as directed by the President and the Board of Directors.

6. Past President(s) – The three available most recent Past Presidents shall be voting Board members, if they desire and declare their intent to participate on the Board at the beginning of the new term. Past Presidents shall perform the duties of advisory and mentorship to the Board of Directors, and act in a leadership capacity for the Organization.

Section B – The Non-Voting “Coordinators” Shall be Structured as Follows:

1. “Referral” Coordinator – As defined in **ITEM 3, Section G**.

2. “Greeter” Coordinator – This Coordinator shall welcome members and guests at the beginning of each meeting, making sure that guests are not in conflict with any current member's category. At the discretion of the Board of Directors, this Coordinator may also have the task of checking in members for official attendance record keeping.

3. “Speaker” Coordinator – This Coordinator shall be in charge of the organization and implementation of the speaker's program, making sure that all members have the opportunity to be a featured speaker as often as possible during the year.

4. “Special Events” Coordinator – This Coordinator shall be in charge managing and planning the Organization's four annual mandatory social/fellowship events.

The Coordinator shall also be responsible for managing and planning other events and functions that do not require mandatory attendance, as permitted throughout the year.

5. “Dispute Resolution” Coordinator – This Coordinator shall be responsible for investigating any unethical business practices, and disputes by the members. The Coordinator will work together with a committee on any investigation, as set forth in **ITEM 8, Section B.**

6. “Membership” Coordinator – This Coordinator is responsible for membership development, and the screening of potential new members. The Coordinator is in charge of following up with the potential member after their attendance to a meeting, and to assign a Director to the potential member for their inspection, if an application is presented. The Coordinator is to follow up with the Board of Directors to ensure that the inspection has taken place prior to the next regularly scheduled general meeting.

7. Appointment of Other Coordinators – The President shall appoint any other Coordinator that may be necessary to run the Organization efficiently.

ITEM#5 – Election of Officers, and Appointment of Non-Elected Directors Section A –Election of Officers and Directors.

1. When Election is Held - Elections shall be held at the general meeting the week before the Thanksgiving holiday.

2. Nominations - At the first regular meeting in October, the President shall appoint an Election Coordinator, and co-coordinator. The Coordinators must not be running for a Board of Director position. The Coordinators’ duties are to collect names of qualified members who state they are interested in holding any one of the five elected offices. Members may nominate other members, or themselves. During the month of October, the Coordinators shall have distributed to the general membership a listing of the available Board positions, with a description of the position duties. Beginning at the last general meeting in October, through the week prior to the election (the meeting before Thanksgiving), the Coordinators shall accept nomination for the Board positions.

3. Eligibility - To be eligible to run for any elected Board position, the candidate must have been a member of the Organization for one entire year prior to the election date. To be eligible to run for the office of President or Vice President, the candidate must have served as an elected Board member for at least one full term. Only members in good standing may run for a Board position. Only members in good standing are eligible to vote on Election Day.

4. Voting – On Election Day, the members’ votes shall be written and private. The winner shall be a simple majority vote of members present at the election. Non winning nominees may drop down to the next office, if desired, and be added to the ballot as a write in. Voting by proxy is not permitted.

5. Board Member Unable to Complete Term - In case an Officer or Director is

unable to complete his/her term, the President shall appoint a qualified replacement, with Board of Director approval. If the President does not complete his/her term, the Vice President shall become President, and the new President shall appoint a new Vice President from the Board of Directors.

6. Replacement of Directors or Coordinators - At any time during the President's administration, if he/she feels a Director or Coordinator is performing below standard, the President may relieve that Director or Coordinator of their duties and appoint a replacement that meets the Board's approval.

7. President, Vice President, Secretary, Treasurer, Past President Recall - Termination from their Board position of the President, Vice President, Secretary, Treasurer, and/or any Past President (Officer), during his/her term, requires a $\frac{3}{4}$ vote by the Board of Directors. Prior to a vote to recall the Officer, the Board shall confront the Officer with the issue(s) it has concerns over, giving the Officer one month (minimum) probation to rectify the issue(s). For purposes of voting for termination, if $\frac{3}{4}$ represents a fractional number of voting Board members, the number shall be rounded up to the nearest whole number.

8. Board Term and Term Limits - The Board's term shall run from January 1st to December 31st. No elected officer shall hold the same office for more than two consecutive terms.

Section B – Appointment of Non-Elected Coordinators/Committee Members

1. Prior to the beginning of the new Board of Directors term, the President shall appoint the following Coordinators: Referral, Greeter, Speaker, Special Events, Membership, Dispute Resolution, and any other Coordinators the President feels is necessary to efficiently run the Organization, and shall work harmoniously with the Board of Directors.

ITEM #6 – Membership and Category Guidelines

Section A – Qualifications for Membership

1. **Category Conflicts** - Conflicting or competing membership categories are not allowed. In the event that there is perceived overlapping of categories, a letter must accompany the application, outlining and defining the boundaries of the categories in question, and be signed by the applicant and affected member. A copy of the letter shall be given to all affected member(s).

2. **Leave of Absences** - Membership in this Organization is only the "active status" type. The Board of Directors, may, at its discretion, grant a "leave of absence" if a member, in writing, so requests. Requests for a leave of absence requires a Board vote (quorum required). The leave of absence is good for one month, and if it needs to be extended, it will require another Board vote. The member granted a leave shall still be responsible for payment of all dues, however, are not required to fulfill their minimum referral requirements as set forth in **ITEM #3**.

3. **Quality of Member** - All members are to be of "good" character and respected members of the community. All members shall hold and maintain any valid

professional license(s) with the State of California or any other entity where they do business for the services provided within their designated category or for which they advertise even if not a part of their designated category. All members shall acquire and maintain all required insurance coverage as required by the State of California or any other entity where they do business for the services provided within their designated category or for which they advertise even if not a part of their designated category, including but not limited to liability and workers compensation policies.

4. Membership Joining Procedures - Prospective applicants are to attend two consecutive meetings. After the second meeting attended, the applicant may obtain a membership application and must submit to an applicant interview. At the time of the interview, the applicant must submit a completed application, along with providing payment of membership dues, which is refundable if the applicant is not approved. On the third week, the applicant will not attend the general meeting. At that time, the Director who performed the inspection of the applicant shall report to the general membership their findings. An exception to this process may occur if the Board of Directors deems by a Board vote a category that has opened up as sufficiently important that it may stay open for four weeks. All candidates who have attended two consecutive weeks prior to the speak-off date (discussed below) shall be eligible.

5. Votes Needed to Approve Application - A written vote will be taken after discussion of the application at the general meeting. The applicant will be refused membership if for any reason 10% of the membership (or three members, whichever number is greater) votes "NO" on the applicant. Any acceptable "NO" votes must include the member's name, and the reason for voting "NO", or their "NO" vote will not be counted. In the event that 10% represents more than a "whole" number, the number will be rounded up.

6. Speak-Off Procedures - If two or more potential applicants apply for the same category at the same time, the process of application will be the same, except that on the third week, the two applicants will attend the regular meeting briefly so they may conduct a "Speak-Off" so that the membership may vote for the best qualified applicant. If one of the two applicants is not present or in some way has not fulfilled the application for membership processing, he/she will not be eligible for the speak off and the vote for membership for the remaining applicant will proceed as normal with one applicant. However, notwithstanding the above, for good cause shown by an applicant, the Board of Directors may postpone the speak-off for no more than two weeks to allow one or more of the candidates the opportunity to attend the speak-off.

7. Qualified Guest Defined - For the purpose of membership drives (both temporary and long term), and respecting the "category protected" nature of this Organization, a guest must be a "Qualified Guest." A "Qualified Guest" is defined as a guest who has a desire to join the Organization, and is not representing a category already represented by a member within the Organization.

8. Membership in Another Organization - No member (individual person) shall be a member of a similar "category protected" type of networking organization, club

or group.

9. Transferability of Membership – An individual membership is not transferable, but the new owner/employee attending the Organization must be approved and accepted by the Board of Directors.

10. Substitutes – A Qualified Substitute (set forth in ITEM #6, Section A, 11) may attend meetings up to four times. If a substitute (temporary or permanent) continues to attend meetings, they must attend the next “new member orientation” at their expense, and be approved and accepted by the Board of Directors. Temporary substitutes may not hold an office, be a Director, and have no voting rights. Repeat substitutes must show proof of employment at the member’s business.

11. Qualified Substitute - A qualified substitute is an “owner, manager, or person of authority in a company” as set forth in ITEM #2, Section A.

12. Category Changes – If a member wishes to change occupations/categories, or the company employing the member, the Board of Directors has the right to approve or disapprove the change, and must fill out another membership application, pay a \$50.00 category transfer fee, and pass a Board vote, quorum required.

13. Category Rights – Members in good standing shall have exclusive rights to the category stated on their application. A category’s existence, i.e., whether a category is or is not a category and the scope of the category, shall be decided by the Board of Directors.

Section B – Agreement to Uphold By-Laws

1. All members accepting membership into this Organization agree to abide by these By-Laws

2. Any issues, rules, or conduct, not covered by, or specifically addressed in these By-Laws, will be addressed by the Board of Directors.

Section C – Minimum Performance Standards by Members - Members agree to be held to these following minimum performance standards:

1. To make the best effort to provide timely and quality products and/or services to fellow members, and their outside referrals from fellow members.

2. To make the best effort to give fellow members the opportunity to satisfy their business needs whenever possible.

3. Members agree to be held to these following minimum performance standards: Miss no more than three (3) meetings in a calendar quarter. Each “tardy” or an “early leave,” as defined below, shall be considered one absence. Members are permitted one tardy or early leave per quarter, which will not be counted towards their three absences. “Tardy” is defined as a member arriving to the meeting after the end of the “Pledge of Allegiance.” “Early leave” is defined as a member who leaves the meeting before 8:30 a.m. or prior to the President dismissing the membership as a whole.

4. Agree to pay all fees including dues (annually, quarterly, monthly, or as set by the board), special event fees, and other fees approved by the Board of Directors, in a

timely acceptable manner, within thirty days.

5. Provide a minimum of referrals as set forth in **ITEM 3**.

6. Report any unethical or unprofessional conduct of the membership.

7. Attend a New Member Orientation within thirty days of joining the Organization.

Section D – Membership Not in Good Standing - A member is NOT in good standing if her/she is more than 45 days in arrears on any bill, fee, or assessment that is due to the Organization, no matter how small. Members not in good standing are subject to suspension and ultimate termination of their membership.

Section E – Regular Membership Review - The Board of Directors shall, on a regular basis, review individual member performance in relation to giving referrals, attendance, past due fees or financial obligations to the Organization. Members found to be deficient in these areas are subject to termination at the discretion of the Board of Directors.

ITEM #7 – Termination, Resignation, and Reinstatement of Membership.

Section A – Termination of Membership by the Organization

1. The Board of Directors is required to vote on any member it seeks to terminate. A quorum of the Board is required, and a majority vote of the Board carries the decision.

2. The Board of Directors may terminate any member who does not comply with the By-Laws.

3. The Board of Directors may terminate a member for any single breach of ethics or unprofessional conduct as defined in **ITEM #8**.

4. All past due fees must be paid in full, even if the membership is terminated.

5. No fees or any unused dues are refundable, even if terminated.

Section B –Resignation By Member

1. If a member chooses to terminate their membership, he/she must do so in writing, giving a copy to the President, and the Treasurer.

2. Date of resignation will be recognized as the postmark on the mailed letter, or E-Mail, or the date the letter was hand delivered to the President, Vice President, Secretary, or Treasurer.

3. All past due fees must still be paid, even if the member resigns.

4. No fees or any unused dues are refundable, even if the member resigns.

Section C – Reinstatement of Formerly Terminated Member - The following policies and procedures are to be followed when a formerly terminated member requests to once again become a member of the Organization. For purposes of this section, a formerly terminated member shall be referred to as “Applicant.”

1. Former Members Eligible for Membership

a. Applicant was terminated due to lack of referrals.

b. Applicant was terminated due to delinquent dues.

c. Applicant was terminated due to poor attendance.

2. Former Members Ineligible for Membership

a. Applicant was terminated due to an ethics violation.

3. Procedures for Applying for Membership

a. All arrearages, if any, owed to Organization at the time of termination must be paid in full prior to the Board considering the Applicant's membership, which is non-refundable in the event the Applicant is denied membership.

b. The Board shall review any available information on the Applicant collected while the Applicant was a member. This includes referrals, attendance, dues, ethics, participation, and any other factors that the Board deems important to consider the Applicant's membership.

c. The Applicant must submit a written proposal to the Board setting forth the following information:

- Current career position, and for how long.
- Will this be an individual membership or corporate.
- Former career positions while in the Organization, and thereafter.
- Reason for the failure to (pay dues, refer, attend meetings, Etc.
- Why the application should be considered.

d. Prior to the Applicant attending the first regular meeting, the Applicant shall attend a Board meeting, and allow the Board to ask questions of the Applicant. The BOD shall vote on the application.

e. If a majority vote of the Board allows the Applicant to be eligible for membership, the Applicant shall then continue to attend two consecutive regular meetings as a guest. Same rules apply to the Applicant as it does to all guests.

f. When the Applicant is voted upon at the regular meeting, the members shall be told that the Applicant was formerly terminated from the Organization, and the reasons therefore, but that the Applicant passed a rigorous inspection process and it was determined by the Board that the Applicant was again eligible for membership.

4. Reinstatement – Probationary Period

a. Assuming the Applicant is voted back into the Organization, the reinstated member shall be considered on probation for the first ninety days of membership. All rules regarding probation, as set forth in these By-Laws, must be strictly adhered to during the probationary period.

b. Should the member fail to remain in good standing during the probationary period, the member shall be subject to termination at the discretion of the Board. However, the member shall be terminated without discretion if the probationary period is breeched for failure to pay dues.

c. Regarding referrals, the reinstated member shall be required to turn in the minimum number of referrals for all current members who have been members for longer than three months.

ITEM 8 – Member Conflicts and Ethics

Section A – The Code of Ethics for the SCVBG

1. Purpose – The Code of Ethics and the “Dispute Resolution Coordinator,” and its committee, exists to ensure the Organization’s functions at the highest level of ethics, integrity, honesty and respect, both within the Organization itself, and within the community.

2. Selection of the Dispute Resolution Coordinator – The President shall, at the beginning of his/her term, appoint a Dispute Resolution Coordinator.

3. Right to Terminate a Member – The Board of Directors has the right to terminate any member for “good cause” after being advised by the Dispute Resolution Committee that an ethical violation or pattern of unsatisfactory business practices, has occurred. The Dispute Resolution Committee must hold a hearing to reach such determination.

4. Good Cause Defined – “Good Cause” can be defined as, but is not limited to, the following:

- a. Conviction of a felony or any crime involving moral turpitude.
- b. Any conduct that publicly embarrasses the Organization and/or its members, and violates the purpose for which the Organization was formed.
- c. Violating any By-Law
- d. Willfully failing to abide by the Code of Ethics.
- e. Any conduct by any member unbecoming of a business professional, or behavior which causes embarrassment to the Organization or it’s members in any way, or personal/professional misconduct, which would make simply attending an Organization function personally or professionally uncomfortable, obnoxious, or detrimental to the membership and it’s purpose.
- f. Anything, which the Dispute Resolution Committee feels is “good cause” but is not specifically listed or addressed in the By-Laws

Section B – Dispute Resolution Process

1. Submitting Complaint – A dispute/ethics complaint must be submitted in writing.

2. Informal Resolution – Within three days after receipt of the complaint, the Dispute Resolution Coordinator shall attempt to resolve the complaint at the lowest possible level, by facilitating a meeting between concerned parties to air their differences.

3. Assembly of Committee - If the dispute/ethics complaint cannot be resolved in the above manner, the Dispute Resolution Coordinator shall assemble a committee of three members. The Dispute Resolution Coordinator shall not be a part of the three-member committee. The Dispute Resolution Coordinator shall act to organize, implement, and moderate the hearing as set forth below, but shall not act as a decision maker during the hearing. The Dispute

Resolution Coordinator shall inform the Board of the Committee's findings and recommendations following the hearing.

4. Preliminary Committee Meeting – The Committee shall meet as soon as possible after receiving the written complaint and review the complaint. If the complaint seems to show “good cause,” the Committee will proceed forward by notifying the member the complaint is alleged against. The Committee shall give the accused member a choice of three dates for a “hearing” to review the accusations and evidence.

5. Hearing Process – At the hearing, all concerned parties should attend to discuss the matter. If a concerned party, or both parties, fails to appear, the hearing will proceed without the concerned party(s). The Committee will review documents, information, etc., pertaining to the complaint. They will privately interview each party to the complaint. The accused party will not be allowed to cross-examine their accuser.

6. Post Hearing Report to Board – Upon completion of the hearing by the Dispute Resolution Committee, the Committee shall advise the Board of Directors of it's findings, in writing, through a joint meeting of this Committee and the Board of Directors.

7. Action by the Board of Directors – The Board of Directors shall ultimately be responsible to consider the recommendations of the Dispute Resolution Committee, and reach a decision on what (if any) corrective action is to be taken on the ethics issue(s). All decisions on ethics issues by the Board of Directors are final and no appeals will be honored.

ITEM #9 – Financial Responsibility

Section A – Not For Profit Status – The SCVBG is a “Not for Profit” entity, and is responsible for it's own legal status, financial documentation, and all state and federal tax filings. Any income received by this Organization shall be applied for the purposes of running and promoting this Organization, and no part of the funds shall be used exclusively for the benefit on any member.

Section B – Fiscal Year – The Fiscal year of this Organization shall be from January 1st to December 31st.

Section C – Membership Dues, Late Fees, and Assessments

1. Board of Directors to Set Dues – All initiation dues, annual renewal dues, dues, and assessments shall be set and maintained at the Board of Director's discretion. Members shall be consistently apprised of all dues.

2. Dues – The dues are due on the first day of the month . If the dues are not paid within thirty days of the due date, the member is considered delinquent, and shall be assessed a late fee of \$25.00. Furthermore, should the dues remain unpaid by the 45th day of the due date, the member is not considered a member in good standing, and is therefore ineligible to attend any further weekly meetings or socials. If the dues remain unpaid for sixty days following the due date, the membership shall be

automatically terminated.

3. Annual Renewal Dues – Upon the anniversary date of each member, the member is required to pay annual renewal dues. If the annual dues are not paid within thirty days of the due date, the member is considered delinquent and shall be assessed a late fee of \$25.00. Furthermore, should the dues remain unpaid by the 45th day of the due date, the member is not considered a member in good standing, and is therefore ineligible to attend any further weekly meetings or socials. If the dues remain unpaid for sixty days following the due date, the membership shall be automatically terminated.

4. Assessments – Assessments for items such as socials, special programs, fines, and the like, are to be set and maintained at the discretion of the Board of Directors. Any assessment shall appear on the member's statement, or by way of a separate statement. Should the assessment remain unpaid by the 45th day of the due date, the member is not considered in good standing, and is therefore ineligible to attend any further weekly meetings or socials, at the discretion of the Board of Directors. If the assessment remains unpaid for sixty days following the due date, the membership may be terminated at the discretion of the Board of Directors.

ITEM #10 – General Weekly Meetings

Section A – Running of the Weekly Meetings

1. When Meetings to be Held – Meetings shall be held on the same day and time of the week.

2. Opportunity for Commercial – All regular meetings are to include an opportunity for all members and their guests to give a promotional speech on their business as specified by the category on his/her application to the Organization. Subject to the President's discretion.

3. Professionalism at Meetings – All meetings are to be conducted in a manner that reflects the Organization's professionalism, integrity, and high membership standards.

4. Meeting Disruption – The President has the right to expel any member or guest who is not invited, disruptive, openly and recklessly marketing a conflicting category, or for any other reason the President feels is adequate to run the Organization professionally and effectively.

Section B – Annual Round Table Meeting

1. Purpose – The Round Table meeting shall be held once annually for the purpose of fine-tuning the Organization. It is to be “positive” and “constructive” for the purpose of monitoring how the Board of Directors is performing, and to improve the Organization.

2. Closed Meeting – The Round Table meeting shall be closed to guests, so that the Organization's members may openly and candidly discuss issues that may be of importance to the members, but a distraction to guests.

3. When Held – The Round Table meeting should be held five or six months into the

new term.

4. Recording of Meeting – The Organization’s secretary shall record the minutes of the Round Table meeting so that the Board of Directors may review the results at the next meeting of the Board of Directors.

ITEM #11 – Amendments to the By-Laws

Section A – Process to Amend By-Laws – Any amendments to these By-Laws need to be approved by a two-thirds vote by the Board of Directors, quorum required, and then a majority vote by the general membership that are present at the vote, quorum required. The membership needs to be notified two weeks in advance of the scheduled vote to amend the By-Laws, after the Board of Directors has held its vote on the proposed By-Law change(s). There shall be no proxy or absentee votes honored.

Section B – Mandatory By-Laws Review – The Board of Directors shall appoint a member of the Board of Directors to read, review, and suggest changes, if necessary, to the By-Laws, beginning in January of each United States Presidential election year. However, if the Board of Directors determines that a By-Law change is needed prior to the election year, the Board of Directors may move forward with the procedures as indicated in **ITEM #11, Section A.**