

LEXINGTON BUSINESS ASSOCIATION (L.B.A.) BY-LAWS

(Last Revised October 2009)

OBJECTIVE TO PROVIDE INFORMATION TO THE MEMBERS OF THIS ASSOCIATION AS SOON AS POSSIBLE SO THAT MEMBERS WILL BE IN AN ADVANTAGEOUS POSITION TO OFFER THEIR SERVICES

STRATEGY STRIVE FOR QUALITY MEMBERSHIP THAT WILL PARTICIPATE AS WELL AS CONTRIBUTE TO THE BETTERMENT OF THE MEMBERS OF THIS ASSOCIATION

ARTICLE I MEMBERS

Membership shall consist of REGULAR MEMBER and AFFILIATE MEMBER:

REGULAR MEMBER: Will hold all membership privileges. Dues must remain current and absences shall not exceed four (4) within one quarter without special permission of the Board of Directors.

AFFILIATE MEMBER: Will hold limited membership privileges until such time that a regular member fills this category. At such time, membership shall be relinquished upon the request of the Board of Directors. Dues must remain current and member must meet a required attendance of five (5) meetings within one quarter unless excused by special permission of the Board of Directors.

Section 1. Classification of membership:

The Association shall have varying and differing classifications for its' membership with no two similar classifications.

Section 2. Qualification for membership:

Membership shall be opened to any individual interested in the exchange of information and promotion of the Association's members.

Section 3. Procedure for new membership:

Members sponsoring prospective applicants must:

- a) Contact Membership Committee for classification clearance;
- b) Introduce applicant's name at regular meeting;
- c) Provided no objection is received by the following Monday, introduce applicant at the next regular meeting;
- d) Have applicant submit written application with dues attached to the Board of Directors before the end of the meeting; and
- e) Follow up with Membership Committee.
- f) In order to protect the confidentiality of our leads, No individual member of L.B.A. shall be a member of, attend or participate in any other club without prior approval of the Board of Directors. This does not restrict

a company from having more than one employee belonging to another tip club.

Section 4. Acceptance of new members:

The Membership Committee shall establish the procedure for membership application. Applicants for membership shall meet such other requirements as the Board may from time to time prescribe. Members shall be admitted by a majority vote of the membership in attendance after the Membership Committee has cleared the applicant. If the applicant does not attend a regular meeting within two weeks after being accepted, the classification will be re-opened and dues will not be refunded.

Only one member shall be allowed in each classification. Only one member per employer shall be permitted; however, an alternate may be selected to attend some of the meetings. (NOTE: Procedure for new membership must be followed.) Alternate shall automatically become a regular direct member if he/she attends a majority of meetings. In case of a husband/wife or other partnership, one individual shall be the regular member and the other the alternate.

Section 5. Dues:

Members shall pay quarterly dues in amounts as fixed from time to time by the Board of Directors with membership approval of the budget. Any member joining after the first week of any quarter shall pay pro-rated dues. Dues are nonrefundable.

Section 6. Suspension and revocation of membership:

The Board of Directors by a majority vote may suspend or revoke the membership of any member for the following:

- a) Failure to pay all membership dues within twenty (20) days of the beginning of each quarter;
- b) Conduct detrimental to the Association;
- c) Missing three or more consecutive regular meetings without contact or prior approval from the Board of Directors;
- d) Lack of participation in information exchange for which this Association was organized (member is expected to make a diligent effort to share information pertinent to members' interest);
- e) Revealing source's name without member's consent when following up on a lead;
- f) Failure to observe the highest standards of personal integrity, professional competence and honesty in seeking to inform and advise of potential leads;
- g) Represent conflicting interests or be placed in a position where interests may be or appear to be in conflict with a duty to a fellow member without full disclosure of such interests to all involved; and/or
- h) Lack of sound business practices in the conduct of one's profession.

Member shall receive a written notice indicating the reason or reasons for the suspension or revocation of membership. Classification shall be automatically reopened for another applicant. The suspended member shall be afforded the opportunity to reapply for membership at the next regular meeting provided that classification remains open.

Section 7. Transferability of membership:

Membership of any class or any rights and privileges of membership shall not be transferable, nor shall membership of any class entitle any person to any personal interest in any assets of the Association.

Section 8. L.B.A. membership belongs to the individual, not the company, regardless of who pays the dues.

ARTICLE II MEETINGS OF MEMBERS

Section 1. Place of meetings:

All meetings of members shall be held at the principal office of the Association or at such other place, within the Lexington County area, as shall be designated in the notice of the meeting.

Section 2. Annual meetings:

The annual meeting of the members shall be held on the 3rd Tuesday in September of each year for the purpose of electing the officers and directors of the Association and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Substitute annual meetings:

If the annual meeting shall not be held on the day designated by these By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 5 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special meetings:

Special meetings of the members may be called at any time by the President, Secretary, or the Board of Directors, or pursuant to the written request of not less than one third of all the members entitled to vote at the meeting.

Section 5. Notice of meetings:

No written notice of meetings will be required.

Section 6. Quorum:

One half of the members entitled to vote, present at the meeting, shall be required, and constitute a quorum at all meetings of the members. If there is no quorum at the opening of the meeting of members, such meetings may be adjourned from time to time by a vote of the majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, and business may be transacted which might have been transacted at the original meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding withdrawal of enough members leaving less than a quorum.

Section 7. Voting:

The vote of the majority of the members entitled to vote on any matter at a meeting of the

members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required By-Law or by the Charter of By-Laws of the Association.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. General powers:

The business and property of the Association shall be managed and directed by the Board of Directors, which may report its activities to the members at each meeting of the members.

Section 2. Number, term, and qualification:

The number of Directors shall be nine (9) consisting of the President, Vice President, Secretary, Treasurer, Membership Chairperson, Leads Chairperson, Program Chairperson, By-Law Chairperson, and Immediate Past President. The Immediate Past President shall automatically accede to one of the director member seats for one (1) year. The other director members shall be elected pursuant to Section 3 of this Article. The President is required to have been a member in good standing for at least one (1) year. The Vice President, Secretary, Treasurer, Membership Chairperson, Leads Chairperson, Program Chairperson, and By-Law Chairperson are required to have been a member in good standing for at least six (6) months. They all are required to have actively participated in the leads exchange as well as in other areas of the Association.

Section 3. Election of Board of Directors:

Except as provided in Section 5 of this Article, the Directors shall be elected at the annual meeting of members. The Nominating Committee, as provided in Section 1, Article VI, shall nominate persons to fill each position on the Board of Directors and nominations from the floor shall be recognized. The office of President shall be selected from and proposed by the current nominating committee (Board of Directors), then voted on the membership. Election is to be by majority vote and voting shall be by a voice or a show of hands, unless otherwise provided, or unless 25 percent of the members present demand a ballot vote.

Section 4. Removal:

Directors may be removed from office with cause by the majority vote of the remaining Board members at which a quorum is present.

Section 5. Vacancies:

A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors after nomination from the nominating committee in accordance with Article III, Section 3 herein.

Section 6. Charter members:

Charter members shall retain one (1) group vote to be cast by one of the Charter members at each regular meeting along with the Board of Directors. (Charter members are listed on page 11.)

ARTICLE IV **MEETINGS OF DIRECTORS**

Section 1. Regular meetings: A regular meeting of the Board of Directors shall be held when

called by the President. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2. Special meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Such meetings may be held without separate written notice.

The person or persons calling a special meeting of the Board of Directors shall at least two (2) days before the meeting give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting was called.

Section 3. Quorum:

A majority of the number of Directors fixed by these By-Laws shall be required and shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Except as otherwise provided in these By-Laws, the act of the majority of the Directors present at the meeting in which a quorum is present shall be the act of the Board of Directors.

Section 4. Organization:

Each meeting of the Board of Directors shall be presided over by the President, and in the absence of the President, by the Vice President, and in the absence of either of the foregoing, by any person elected to preside by a vote of a majority of the Directors present. The Secretary, or in the absence of the Secretary, any person designated by the Chairman of the meeting, shall act as Secretary of the meetings.

ARTICLE V

OFFICERS

Section 1. The President:

The president shall be the chief executive officer of the Association and shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have all the powers and duties which are usually vested in the office of the President of an association, including but not limited to, the power to appoint committees from among the members from time to time, to assist in the conduct of the affairs of the Association. Upon completion of the term, the President shall remain on the Board as prescribed in Article III, Section 2 and be called the Immediate Past President.

Section 2. Vice President:

The President-Elect shall in the absence of the President, exercise powers and perform the duties of the President and shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 3. The Secretary:

The Secretary shall keep the minutes of all proceedings of the Directors and the members shall keep the records of the Association, and shall perform all other duties incident to the office of the secretary of an association and as many be required by the Directors or the President. Such duties include, but are not limited to, recording absences and lead sources.

Section 4. The Treasurer:

The Treasurer shall have custody of all property of the Association, including funds, securities

and evidences of indebtedness and shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of the Treasurer.

Section 5. Membership Chairperson:

The Membership Chairperson is directly responsible for the recruitment and presentation of potential new members to the Association; and with the orientation and familiarization of new members with the Association. The Membership Chairperson is also a member of the Board of Directors.

Section 6. Leads Chairperson:

The Leads Chairperson is directly responsible for the development and fostering of leads throughout the community for the benefit of the Association and its members. Leads Chairperson is tasked with pursuing new and innovative ways of receiving, transferring and acting on lead information. The Leads Chairperson is also a member of the Board of Directors.

Section 7. Program Chairperson:

The Program Chairperson is directly responsible for the preparation and procurement of informative and helpful programs for the Association and its members. The Program Chairperson is also a member of the Board of Directors.

Section 8. By-Law Chairperson

By-Law chairperson is directly responsible for drafting and presentation of the By-Laws to the Association for approval and for the attorney recommendation and preparation of any required amendments. This position may be combined with any other office or may be a separate position. The By-Law Chairperson is also a member of the Board of Directors.

Section 9. Compensation:

Officers and Directors shall not receive any compensation for their services, except for the Treasurer who will be exempt from paying dues.

Section 10. Vacancies:

In the event of a vacancy, other than the office of the President, the Board of Directors shall name from among its members a successor to fill the unexpired term.

ARTICLE VI COMMITTEES

Section 1. Nominating Committee:

There shall be a nominating committee composed of three or more members appointed by the Board of Directors. It shall be the duty of the Nominating Committee to nominate candidates for each office to be filled by election of the members, and appointment to such committee shall be made, and notice of appointment shall be given to the membership, at least fourteen (14) days in advance of any election. Names will be submitted by the 1st Tuesday of September with an election held on the 3rd Tuesday of September.

Section 2. Membership Committee:

There shall be a Membership Committee composed of three or more members appointed by the Board of Directors. It shall be the duty of the Membership Committee to keep a record of classifications in need to be filled or reopened as outlined in Article I, Sections 3, 4, and 6.

Section 3. Operation of Committees:

The Committee Chairperson shall be appointed by the President and shall be responsible for reporting to the Board of Directors. Committee meetings shall be held upon call of the Chairman. Each Committee Chairperson will designate a Secretary who will keep the minutes of the meetings. A majority of the members of the Committee shall be required and shall constitute a quorum for transaction of business at any meeting of the Committee. The act of the majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

ARTICLE VII

GENERAL

Section 1. Contracts:

The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans:

No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances

Section 3. Checks and drafts:

All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits:

All funds of the Association not otherwise employed or invested shall be deposited within 48 hours after receipt of it to the credit of the Association in such depositories, as the Board of Directors shall direct.

Section 5. Rules of procedure:

Robert's Rules of Order shall govern the procedure and order of the meeting of Directors or members of this Association; provided, however, that failure to comply with such rules of order shall not affect the validity of any action taken at any such meeting unless a person entitled to vote at such a meeting makes immediate objection to such noncompliance and such objection is not overruled by the vote of a majority of the members present and entitled to vote at such meeting.

Section 6. Fiscal year:

The fiscal year of the Association shall be calendar year, or January 1 through December 31.

Section 7. Order of business:

The Board of Directors shall determine the order of business at all meetings.

ADDENDUM TO ARTICLE III, SECTION 6: Charter Members:

Charter members are as follows:

J. Wendell Arsi

Heidi Black

Bill Blatchford

Sam Bruce

Chris Harris

Rebecca Kelly

Tara Parler

Bill Payne

Kim Rabb

Gail Smith