

OKANAGAN BUSINESS REFERRAL CLUB BY-LAWS

PART 1 - INTERPRETATION

- 1.) In these bylaws, unless the context otherwise requires:
 - a) “OBR Group” means the Okanagan Business Referral Group.
 - b) “Executive” means the Executive of the Club for the time being, and shall include, but not be limited to, the President, Secretary, Treasurer and Membership Chairman.
 - c) “Members” means any and all business people associated with the Club.

PART 2 - MEMBERSHIP

- 2.) The Members of the OBR Group are all those persons who register as such with the Executive during the formation of the Club, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be the Members.
- 3.) A person may apply to the Executive for membership in the OBR Group and on acceptance by the Executive is a Member.
- 4.) Only one Member from each designated business category, as determined by the Executive in consultation with the existing Members in good standing, shall be accepted as a Member.
- 5.) Every Member must uphold the constitution and comply with these bylaws.
- 6.) The amount of the annual membership dues shall be determined by the Executive in consultation with the Members.
- 7.) Voting privileges and nomination for the Executive positions are reserved exclusively for Members in Good Standing.

8.) Responsibilities of Members

All Members of the OBR Group must:

- (a) abide by the constitution and bylaws of the OBR Group; and
- (b) abide by all resolutions passed by the Members at any meeting and all resolutions passed by the OBR Group’s Executive.

9.) Cessation of Membership

A person shall cease to be a Member of the OBR Group:

- (a) if the Member withdraws by giving written notice to the OBR Group;
- (b) on his or her death;
- (c) if the Member is expelled by the Executive in their sole discretion; or
- (d) on having been a Member not in good standing for 2 consecutive months.

10.) **Suspension or Expulsion of a Member**

- (a) A Member may be suspended or expelled by the Executive acting in their sole discretion at any time and for any reason; or
- (b) A Member may be suspended or expelled by a majority vote of the Members passed at a regularly scheduled meeting; and
- (c) The Executive shall determine how the suspended or expelled Member shall be notified of the decision to suspend or expel them, and may provide a brief statement of the reason or reasons for the proposed suspension or expulsion.

11.) All Members shall be considered to be Members in good standing (“Members in Good Standing”) except a Member who has failed to

- (a) pay his or her current annual membership fee;
- (b) pay his or her monthly breakfast fees during any particular month;
- (c) pay any other subscription or debt due and owing by the Member to the OBR Group;
- (d) attend 3 consecutive meetings;
- (e) send a substitute in the event the Member misses 2 consecutive meetings;
- (f) comply with any directive of the Executive; or
- (g) comply with the constitution, bylaws or other rules of the OBR Group as determined from time to time;

and the Member is not in Good Standing so long as any debt remains unpaid, or so long as he or she fails to comply with any of the foregoing items.

PART 3 – MEETINGS OF MEMBERS

12.) Meetings of the OBR Group shall be held once a week, or as otherwise determined by the Executive, at the time and place as determined by the Executive.

13.) The Executive may, when they think fit, convene an extraordinary general meeting.

14.) Notice of an extraordinary general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

15.) The accidental omission to give notice of any meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

16.) The following rules apply to voting at meetings of the OBR Group:

- (a) At any meeting of the OBR Group, each Member in Good Standing shall have one vote;
- (b) Voting is by show of hands;
- (c) Voting by proxy is not permitted;
- (d) Every question shall be decided by a majority of the votes cast by members present;
- (e) The Chair of the meeting shall not vote except in the case of a tie vote, in which case the Chair shall cast the deciding vote;
- (f) Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried, carried unanimously, carried by a particular majority, lost, or not carried by a particular majority is conclusive evidence of that fact.

PART 4 - EXECUTIVE

28.) OBR Group governed by Executive

The affairs of the OBR Group shall be governed by the Executive, who may exercise all of the powers of the OBR Group subject to these bylaws.

29.) Composition of Executive:

The Executive consists of the following voting Members in Good Standing who shall be the Executive Members of the OBR Group as elected by the Members:

- (a) The President;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) The Membership Chairman.

30.) Committee Members

The Executive may appoint the following Committee Members of the OBR Group at their sole discretion:

- (a) The Business Education Chairman;
- (b) The Community Events & Relations Chairman;
- (c) The Social Chairman;
- (d) The Welcoming Committee; and
- (e) Such other committees as may be required or determined to be necessary by the Executive from time to time.

31.) Terms of office of the Members of the Executive shall be:

- (a) The incoming Executive shall hold office for a one (1) year term starting June 1 of each and every year.
- (b) The outgoing Executive shall relinquish office on May 31 to the incoming Executive.

32.) Ceasing to be an Executive Member.

- (a) A person ceases to be an Executive member of the OBR Group in any of the following circumstances:
 - i) On the Executive Member's death;
 - ii) If the Member resigns by giving written notice to the remaining Executive;
 - iii) In the case of an elected Executive Member, if the majority of the Members present at any meeting of the OBR Group pass a resolution to remove the person from office as an Executive Member;
 - iv) If the Executive member fails to attend three consecutive meetings and the membership passes a majority resolution to remove the Executive from office.
 - v) In the case of an appointed Committee Chairman, if the appointment is ended or rescinded;
 - vi) No act or proceeding of the Executive is invalid only by reason of there being less than the prescribed number of Executive in office.

- (b) Any vacancy in the position of President shall be filled by the Secretary who, if he or she was an elected or appointed Secretary, shall continue to hold the office of President until the newly elected incoming President takes office the following June 1, or as otherwise decided by a majority vote of the Members.
- (c) If a Committee Chairman resigns his or her office or otherwise ceases to hold office, the remaining Executive may appoint a Member to take the place of the former Committee Chairman.

PART 5 – PROCEEDINGS OF EXECUTIVE

- 36.) The Executive may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 37.) The Executive may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Executive then in office.
- 38.) The President is the chair of all meetings, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Secretary must act as chair, but if neither is present the Executive present may choose one of their number to be the chair at that meeting.
- 39.) The Executive may delegate any, but not all, of their powers to committees consisting of the Committee Chairman and Members, as they think fit.
- 40.) A committee so formed in the exercise of the power so delegated must conform to any rules imposed on it by the Executive, and must report every act or thing done in exercise of those powers to the earliest meeting of the Executive held after the act or thing has been done.
- 41.) The Members of a committee may meet and adjourn, as they think proper.

PART 6 – DUTIES OF OFFICERS

42.) Job Descriptions of Elected Executive

- (a) **The President shall:**
 - (i) preside as Chair at all meetings of the OBR Group;
 - (ii) supervise all other officers in the execution of their duties;
 - (iii) ensure deadlines are met;
 - (iv) submit to the OBR Group from time to time a report of the activities of the OBR Group and its Executive;
 - (v) act as an ex-officio member of all committees;
 - (vi) submit to the Secretary any copies of correspondence relating to the OBR Group's business if requested;
 - (vii) perform such other duties as may from time to time be assigned to him by the Executive.

(b) The Secretary shall:

- (i) in the President's absence, preside as Chair at all meetings of the OBR Group and all meetings of the Executive. If both President and Secretary are absent from a meeting, the Members present shall elect a person to act as chairman for that specified meeting;
- (ii) perform such duties as may from time to time be delegated to the Secretary by the President;
- (iii) issue notice of meetings of the OBR Group and the Executive if required;
- (iv) prepare and keep custody of the minutes of all meetings of the OBR Group and the Executive and file a copy of said minutes with the club's records;
- (v) keep custody of all records, reports and documents of the OBR Group;
- (vi) be responsible for filing a copy of all incoming and outgoing correspondence;
- (vii) pass on all minutes of the OBR Group's meetings to the incoming Secretary;
- (viii) file official copies of his or her and other elected Executive's correspondence relating to the OBR Group's business;

(c) The Treasurer shall:

- (i) keep such financial records, including books of account that accurately reflect the day to day financial activities of the OBR Group;
- (ii) provide financial statements to the Executive and Members in Good Standing if requested to do so;
- (iii) be accountable for all financial transactions made on behalf of the OBR Group;
- (iv) produce an annual budget for approval by the Executive and Members on or before July 1, or as otherwise requested by the President.
- (v) submit to the Secretary any copies of correspondence relating to the OBR Group's business if requested;
- (vi) perform such other duties as may from time to time be assigned to him by the President or Secretary;

(d) The Membership Chairman shall:

- (i) ensure that a register of Members in Good Standing of the OBR Group is maintained;
- (ii) be charged with recruiting Members in Good Standing;
- (iii) develop membership packages for recruitment purposes;
- (iv) prepare a marketing (membership) plan to be submitted prior to September 1 of each year.
- (v) submit to the Secretary an official copy of her correspondence relating to the OBR Group's business, if required;
- (vi) perform such other duties as may from time to time be assigned to him or her by the Executive.

(e) The Business Education Chairman shall:

- (i) promote and distribute Executive approved information about the OBR Group, its goals and activities;
- (ii) promote, discuss and distribute networking and referral marketing information to the Members at the weekly meetings;

- (iii) create, maintain, update and expand the club's networking and business marketing library and make available to the membership; and
- (iv) perform such other duties as may from time to time be assigned to him or her by the Executive.

(f) The Community Events & Relations Chairman shall:

- (i) report to the club at the weekly meetings on community and business related events;
- (ii) act as liason between the OBR Group and other local business networking associations;
- (iii) promote attendance of the Members at local business events and functions; and
- (iv) perform such other duties as may from time to time be assigned to him or her by the Executive.

(g) The Social Chairman shall:

- (i) organize social functions and events for the benefit of the OBR Group;
- (ii) promote and encourage the attendance of the Members at annual functions and social events; and
- (iii) perform such other duties as may from time to time be assigned to him or her by the Executive.

(h) The Welcoming Committee shall:

- (i) assist the Executive in the organization and conduct of the weekly meetings where required;
- (ii) organize and operate the "OBR Information Table" at each weekly meeting;
- (iii) welcome Members at each weekly meeting;
- (iv) welcome and obtain relevant information from all guests attending each weekly meeting; and
- (v) perform such other duties as may from time to time be assigned to him or her by the Executive.

PART 7 – FINANCIAL MATTERS

43.) Signing Authority

- (a) Any Executive member is eligible to be signing authority of the OBR Group.
- (b) When necessary or appropriate the Treasurer may issue cheques under countersignature for the OBR Group and may endorse for the credit thereof cheques, notes and other negotiable assets.

PART 13 – AGENDA and GENERAL RULES

- 69.) Weekly meetings of the OBR Group will follow the agenda's attached hereto as "**Schedule A**" and as modified by the Executive from time to time;

- 70.) In addition to these By-laws, Members shall follow the General Rules of Conduct for the OBR Group attached hereto as “**Schedule B**” and as modified by the Executive from time to time. In the event there is any conflict or contradiction in terms between these by-laws and the general rules of conduct, the Executive shall determine which rules shall apply to each situation as it arises.

PART 14 – ALTERATION TO CONSTITUTION AND BY-LAWS BY THE EXECUTIVE

- 71.) These bylaws must not be altered or added to except by majority resolution of the members attending any regularly scheduled meeting of the OBR Group.

Prepared and Respectfully Submitted this 1st day of June, 2001 by:

Curtis L. Darmohray, Founding President

SCHEDULE "A"

Agenda for the OBR Group

The OBR Group's weekly meetings will follow the attached Agenda:

SCHEDULE “B”

General Rules of Conduct – Summary of By-laws

- 1) Meetings shall be held on every Wednesday of each week in each month beginning at 7:00 a.m. and continuing until 8:30 a.m. sharp, unless otherwise determined by the Executive.
- 2) All Members shall be required to attend each weekly meeting in order to remain in good standing, and in the event a Member is unable to attend a weekly meeting, the Member shall endeavour to find a substitute to attend the meeting in his or her place.
- 3) If a Member misses more than 3 meetings in a 6 month period or does not send a substitute to attend in his or her place, the Member shall be placed into bad standing and his or her business category may be opened by the Executive, acting in their sole discretion.
- 4) Only One Member from each designated business category, as determined by the Executive in consultation with the existing Members in good standing, shall be accepted as a Member.
- 5) All Members are required to register as Members and to pay an annual membership fee in the sum of \$150.00 or as otherwise determined by the Executive.
- 6) All Members shall be responsible for their monthly breakfast fees, and shall submit same to the Treasurer at the first meeting of each new month.
- 7) Unless otherwise determined by the Executive, Guests shall be allowed to attend a maximum of 3 meetings, after which they shall be asked to apply for membership in the OBR Group.
- 8) Unless otherwise determined by the Executive, all Guests shall be required to pay their breakfast fees at each meeting that they attend. If a Guest fails to pay for his or her breakfast, then the Member responsible for inviting the Guest shall be responsible for that Guest's breakfast fees.
- 9) Meetings will be run by the Executive and will follow the OBR Group's Agenda, which may be modified or altered from time to time by the Executive, in their sole discretion.
- 10) The Executive shall report to the Members pursuant to the Agenda.
- 11) All Members shall wear their name tags at each meeting.
- 12) The Welcoming Committee shall be responsible for providing Guests with name tags and with registering them at each meeting at which they attend.
- 13) Unless otherwise agreed by the Executive, any Member has the right to place an issue before the membership for resolution, provided they have given one full week's advance notice of same to the Executive, and any such issue shall be decided by a majority vote of the Members in attendance at that meeting who are in good standing.
- 14) Every Member must uphold the constitution and comply with the by-laws and rules of conduct of the OBR Group.