

The Sarasota Breakfast Club

Constitution and By-Laws

February 2021

Article I: Name

Section 1

The Association shall be known as “The Sarasota Breakfast Club”.

Article II: Mission Statement

Section 1

- a. To form a body of business people representative of the business and professional interests ~~to~~ *in* the area; to unite its members in the closest bonds of interchange of business and business ideas and of good fellowship, and to promote a closer business and social union among them.
- b. To encourage active participation in all things that will improve the individual business and its members.
- c. To assist each member in every honorable way in furthering the interest of his/her business.
- d. To teach that organization, cooperation and reciprocity are better than rivalry, strife and destructive competition.
- e. To encourage the application of the highest ethical standards in business and endeavor by exchanging methods and ideas, and to increase efficiency in all lines represented by the Club.
- f. To encourage active participation in all things relate with the commercial and industrial betterment of our members.

Article III: Membership

Section 1

Any adult person of good moral character and in good standing in his/her community and who is engaged in a legitimate and recognized line of business or profession shall be eligible for membership.

Section 2

Membership shall be limited to one member per business classification or category; charitable and nonprofit organization members shall be limited to two (2) members (not per organization, but two members as part of overall membership). Membership in the club shall be acquired by invitation only. Nominations shall be made on applications provided by the membership committee and shall be signed by a member in good standing.

No prospective members shall be invited to join the club until he/she has attended at least two meetings of the club and his/her membership application has been approved in the following manner:

- a. A member in good standing (the sponsor) should check with the Membership Chair before inviting the prospect. The sponsor invites the prospect to a meeting as a guest. The guest must attend at least two meetings, before applying for membership. Prospects cannot invite guests.

It shall be the responsibility of the sponsoring member to fully explain the responsibility of membership such as attendance (Article III), dues (Article IV), and forfeiture of membership (Article VII). The sponsoring member shall then submit an application duly filled out and executed by the prospective member (accompanied by the appropriate dues set by the Board of Directors) to the Membership Chair.

Following the second meeting attended by the prospect, the President or Membership Chair will read through the application publicly at two separate meetings, for general membership knowledge and consideration.

b. The Membership Committee will present all completed applications to the Board for review and vote at the next Board meeting (usually 3rd week of the month). The Membership Committee and the Board will review all applicants for the following:

- good moral character
- good standing the community
- established in business for a minimum of 1 year (with at least two years experience in the profession)
- owner or senior management
- contacts/lead potential
- benefit to the club

Any category conflict will be determined by the Board. The Membership Chair will notify the prospect of the following requirements:

- 60% quarterly participation requirement
- 25 business cards due within 30 days of approval of membership
- requirement to give a membership program in the first 120 days

c. Following any discussion concerning the prospect, the entire membership votes by ballot (typically on the fourth Wednesday of each month). No guests or prospects are permitted to attend the meeting during the discussion and voting. A "NO" vote must be signed. A written Proxy is permitted, and must be reviewed by the Membership Chair. The Board of Directors has the authority to overrule.

d. For those applications approved, the Membership Committee sends a Welcome Letter and introduces the new member(s) at the next regular meeting. For those applications not approved, the sponsor notifies the prospect and returns the check. The Board of Directors has authority to modify these procedures on an infrequent, individual and as-needed basis.

Article IV: Dues

Section 1

Dues of the membership shall be determined by the Board of Directors with the approval of the membership. At the time of this writing and until further notice, dues have been established at \$200 per year, which can be billed semi annually at half the total amount, upon request of the member. Dues are to be paid in advance.

Section 2

Each member shall pay for his/her own breakfast and that of all guests brought by him/her to the breakfast meeting.

Article V: Resignation

Section 1

The resignation of any member shall become effective upon written notice to the Board of Directors.

Article VI: Leave of Absence

Section 1

The Leave of Absence Policy is defined as a waiver of the 60% attendance requirement for 90 days. After 90 days the Leave will be reviewed by the Board of Directors. The Board of Directors shall have/make the final decisions on attendance circumstances. The member may be asked to return to regular status or resign from the club. Should a prospective applicant want to fill the classification of the member on Leave, after the initial 90 days, the member will then have to advise the club if he/she will resume active membership or resign. The member on Leave must maintain his dues and will not have the right to vote on club business.

Article VII: Forfeiture of Membership

Section 1

Any member may be subject to suspension from membership in the Club by the majority vote of the Board of Directors present at any regularly scheduled meeting of the Board of Directors.

Section 2

Membership Dues: When a member receives their invoice for their dues (or other billable expenses as approved by the Membership) they have 30 days from the date the invoice was posted to pay their invoice. If payment is not received within 30 days the member will receive a past due notice. If payment is not received in 45 days another reminder will be sent. If payment is not received in 60 days the member will forfeit their membership in The Sarasota Breakfast Club.

Section 3

Attendance: Members not fulfilling their membership obligations will forfeit their membership and open their category. A member must maintain at least 60% attendance for the quarter. If the member doesn't have at least a 60% attendance for the quarter they will be considered on probation for six (6) months. If during the 6 months of probation the member's attendance falls below 60% this will be just cause for forfeiture of membership. At the end of six (6) months, the probation is lifted.

Article VIII: Officers and Directors

Section 1

The officers of this Club shall be President, Vice President, Secretary and Treasurer. Current committees are Membership, Program, Social, Marketing, Leads and Orientation. The President shall appoint the chairperson for each of these committees. The President may add or delete committees as needed for the benefit of the Club.

Section 2

The current elected officers, the immediate Past President, and committee chairpersons shall comprise the Board of Directors. The Board of Directors shall meet at least once each month at a time and location mutually convenient to the Board. The President shall act as chairperson for the Board of

Directors. If that person is no longer a member, or incapable of acting, the Vice President shall be the chairperson of the Board.

The term for the officers shall be twelve months, and the Vice-President shall succeed to the office of President. Committee chairpersons shall serve for a period of twelve months.

Article IX: Elections

Section 1

A Nominations Committee shall be appointed by the President no later than the third week of the ninth month of his term. The Nomination Committee shall consist of three (3) to five (5) members in good standing in the Club. The Chairman of the Nominating Committee will be the current Vice President. It shall be its duty to determine and submit to the membership; recommendations for nomination of the offices to be filled in each section.

Section 2

An election meeting shall be held by December each year, dates and places of such meetings to be determined by the Board of Directors, and each member of the Club will be notified by the Secretary at least two weeks prior to such meetings. The said announcement will be voted on at the election meeting.

Article X: Qualification of Officers

Section 1

No person shall be eligible to hold office in the club unless he/she is an active member in good standing.

Article XI: Duties of Officers and Board of Directors

Section 1

The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings. The President shall issue all calls for Board Meetings and shall appoint all standing committees. The President shall do and perform all acts characteristic of the Office of President of like or similar clubs.

Section 2

If, for any reason, the President is unable to perform his/her duties, the Vice President shall occupy his/her position and perform his/her duties, having the same authority as the President.

Section 3

If, for any reason, a vacancy should occur in the office of Vice-President, Secretary or Treasurer, the Board of Directors shall appoint a member to fill the unexpired term, with the approval of the majority of members present during the next regularly scheduled meeting.

Section 4

The Secretary shall oversee the recording of all Board meetings of the membership, maintain a record of the Club breakfast attendance, and maintain a record of the Club Roster, which shall be distributed as needed.

Section 5

The Treasurer shall be under the supervision and direction of the Board of Directors and his/her duties shall be to keep the detailed Club record of dues. He/she shall prepare and present to the Board of Directors a proposed budget for ensuing fiscal year beginning January each year. Requisitions for payment of bills must be submitted to the Board of Directors for approval and their order to disburse the required funds. The Treasurer and/or President has the authority, on behalf of The Sarasota Breakfast Club, to authorize funds not to exceed \$100.00 per request without formal Board of Directors approval.

Beyond \$100.00, formal Board approval is required on all expenditures.

Section 6

The Board of Directors shall be responsible for the execution, through its officers, of the authorized policies of the club. All new business of the Club shall first be considered and shaped by the Board of Directors for presentation to the Club membership at its regular breakfast meetings.

- a. It shall authorize all expenditures, and shall not create any indebtedness beyond the income of the Club, or disburse funds for purposes not essential to the object of the Club.
- b. A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule, or modify, the action of any officer of the Club.
- c. It shall have the books and accounts audited annually, or more often, at its discretion.
- d. It shall determine the dates and places of the semi-annual election meeting and shall instruct the Secretary to issue call for such meetings.
- e. It shall hold regular monthly meetings.
- f. It shall hold special meetings on recommendations of the President of the club, or by written request of five members of the Club in good standing.
- g. It shall receive committee reports and recommendations.
- h. It shall submit to the Club in regular meetings such recommendations which it has approved affecting the administrative or activity policies of the Club.
- i. It shall determine the time and place of regular Club meetings and shall have the authority to call any special meeting as considered necessary.

Article XII: Meetings

Section 1

The Club shall meet regularly on Wednesday of each week, the place to be determined by the Board of Directors, and such meetings shall constitute the regular meetings of the club.

Section 2

The regular meetings shall be devoted to the promotion of the actual exchange of business between members, and growth of members' businesses, as well as developing a closer fellowship.

Article XIII: Quorum

Section 1

A quorum at any regular or special meeting of the Club shall be a majority of the membership of the club.

Section 2

A quorum at any regular or special meeting of the Board of Directors shall be a majority of the members of the Board of Directors (see Article VIII: Section 1).

Section 3

No business at a regular or special meeting of the membership, or at a regular or special meeting of the Board of Directors, shall be transacted in the absence of a quorum.

Section 4

Breakfasts, exchange of business, and fellowship may be held and conducted at any regular or special meeting of the Club without the presence of a quorum.

Article XIV: Parliamentary Practice

Section 1

In the absence of rules in this Constitution and By-laws, the proceedings of the Club's meetings, and the proceedings of the Club's Board of Directors, meetings shall be conducted in accordance with Roberts' Rules of Order.

Article XV: Amendments

Section 1

This Constitution and By-laws may be amended at any regular or special meeting of the Club at which there is a quorum, by two-thirds vote of the members present, provided the Board of Directors has favorably considered the amendment.

Section 2

No amendments shall be put to vote, unless notice has been given at a regular meeting of the Club at least two weeks previous to the meeting at which the amendment or amendments are to be voted on, said notice to state the proposed amendment or amendments.