

THE CONSTITUTION AND BY LAWS
OF THE
SHORE PROFESSIONAL BUSINESS ASSOCIATION

Article I

NAME

1. The name of the organization shall be the Shore Professional Business Association, hereinafter referred to as SPBA and / or Association. The Board of Directors shall hereinafter be referred to as the "Board".

Article II

OBJECTIVES

1. To unite a group of professional business people for the purposes of exchanging business, providing referrals, leads and information among the members in order to help fellow members grow their business.
2. To establish a system of reciprocity, which will be of mutual benefit to all participants, thus encouraging members to patronize fellow members.
3. To appoint a program chairperson to set up a central source of information with the purpose of informing members of new business activity in the organizations market area. (see Art. V - VP, "E")
4. To establish fellowship with other professional business people for the purpose of making all members more aware of the business environment in which they work, to foster the exchange of useful ideas; and, to provide assistance when requested.
5. To encourage professional business development within the community while establishing the SPBA as a symbol of integrity and responsibility to the public.

Article III

MEMBERSHIP

1. Membership shall be designated by general profession or business.

2. Multiple members are permitted within each profession or business based on their specialty.
3. Specialties must be declared and predicated on 75% of business income within your marketplace (geographic) declared on the member's application for membership.
4. An applicant with the same specialty within the same geographic locale may only be accepted with the consent of the present member in good standing occupying that category and with the approval of the Board.

ATTENDANCE

Meetings are to be held monthly under the following conditions:

The Board shall determine each year in the month of December the meeting schedule for the following year. The meetings can be dinner, luncheon or breakfast. The months of July and December shall not have a meeting unless the Board by a majority vote chooses to use these months for a special event (s).

Proper decorum and business attire is a must for all meetings.

Attendance requirements are contained in Article VII, ATTENDANCE.

MEMBERSHIP PROCEDURES

Membership procedures will be established by the Membership Committee and will be reviewed annually by the Board with the exception that the following must be a part of the By-Laws and Constitution concerning membership and procedures.

Generally

There shall be two (2) classes of membership as defined below: Full Member or Associate Member. For membership the following procedures will apply:

- a. The Board shall make the final decision on the acceptance of any member.
- b. Only a Full Member in good standing shall have the right to object to any prospective member. Such objections shall be held confidential by the Membership Committee, unless content of such is necessary for Board action on the prospective membership. Such objections shall then also be held confidential by the Board. Notice of prospective membership of any individual shall be listed in the minutes and

announced at the next general membership meeting before the application may be acted upon.

- c. A new business owner can supplant or replace a member as long as there is no change in the specialty and / or the geographic area; and, the existing member is in good standing. Approval by the Board is required and recommendation of the Membership Committee after appearance for interview of both the existing member and individual to supplant.
- d. An applicant must be approved by a vote of the full Board (proxy, e-mail, fax acceptable); and, said vote can be via conference call. The approval must be by a minimum of 2/3's majority of the Board.
- e. The membership chairperson shall advise, via a summary report of the interview and investigation of the applicant, via e-mail or fax to all Board Members who shall at either the next monthly meeting or Board meeting, whichever is first, vote on the applicant. This activity can only occur after the prospective member's intent is announced at a general meeting.

For Full Members

A Member is one who has met all the qualifications prescribed in this Constitution; and, has received the necessary votes to attain the position of full membership.

Each applicant must declare his specialty and geographic region in which is derived 75% of her / his income and said specialty and geographic region is available.

For Associate Members:

An Associate Member is one who may be so qualified for the following reasons: (1) does not qualify under the requisites of full membership, (2) may qualify under the requisites of membership, but is unable to meet the required meeting requirements of 60%.

An Associate Member cannot be in a profession or business that is in direct competition with a full member in good standing, unless, that member agrees to permit the admission of the Associate Member.

An Associate Member has no voting rights and cannot participate in discussions at the meetings involving the operation of the SPBA. They also cannot hold office; cannot participate in any marketing, outreach program, seminars provided by the SPBA and / or some of its membership; and, cannot participate in the SPBA Website. The Board reserves the absolute right to modify this restriction in

the best interest of the Association on a special case by case basis.

Associate Member shall be given the opportunity to, within 10 days, apply for Full Membership in that category designating her / his profession or business if same is available if and when there is an opening..

Article IV

FEES, DUES & MEMBERSHIP COOPERATION

The SPBA shall be funded by application fees, annual membership fees and any extra activities the Association may sponsor. The Treasurer shall be responsible for the management of the funds; and, shall at each Board meeting provide the Board with an Income and Expense Statement which shall be presented to the membership by him / her or the President at the next general meeting.

- a. Each prospective member must submit, with the completed application, a non- refundable application fee of One Hundred Seventy-Five (\$175.00) Dollars via a business check. If the application is not accepted One Hundred (\$100.00) Dollars shall be returned to the applicant with Seventy - Five (\$75.00) Dollars retained for processing.
- b. All Full Members shall pay Eight Hundred (\$800.00) Dollars annual dues; semi-annually, due on March 15 and September 15. This effective 2008.
- c. Associate Members shall pay a One Hundred (\$100.00) Dollars non-refundable application fee; and, pay an Associate Membership of One Hundred Fifty (\$150.00) Dollars. In addition they shall pay for every dinner meeting at the time of the meeting Forty (\$40.00) Dollars.
- d. If dues are not paid within ten (10) days of the due date, the delinquent member shall be contacted by the Treasurer and requested to make payment within five (5) business days and advise that if payment is not received, without reason satisfactory to the Treasurer, within that period automatic expulsion may result. Said expulsion can be waived for reason by a majority of the Board vote. Should the Board not opt to waive the expulsion, the Treasurer shall write a letter of expulsion citing the final due date for the delinquent dues and the date the conversation was had with the member during which the member was advised of the five (5) day grace period. A copy of the letter shall be forwarded to the President who

shall read same at the next Board and general meetings. If the expelled member wishes to re-join, a written request must be made and the Board shall make a determination. Should it be decided that the member be reinstated, then the application fee must be paid along with the annual dues.

- e. All Full Members are required to cooperate with Association requests such as: request for information; RSVP for meetings and events; sales of tickets; etc. in the event any Full Member does not cooperate the Board can declare said member no longer "In Good Standing".
- f. Former Members who have left the SPBA in good standing in the judgment of the Board will not be required to pay the application fee (if any), if they are approved by the Board for re-admission.
- g. The Board, at its discretion, may decide to implement a special assessment.

Article V

BOARD OF DIRECTORS

- a. The control and management of this Association shall be vested in a Board of Directors, consisting of not fewer than five members.
- b. The Board shall consist of the following members: President, Vice President, Treasurer, Secretary, Immediate Past President, and one (1) Director Member for each ten (10) members [under six (6) members no additional Director]. An additional Ad Hoc Board member may serve at the discretion of the Board.
- c. Non - officer Board Members shall serve for two (2) year terms staggered and so arranged at inception of the Board to insure continuity. Board Officers shall serve a two (2) year term.
- d. Any vacancies occurring on the Board other than via expiration of term shall be filled by two - thirds (2/3's) vote of the Board and the appointment shall be for the remaining term. All Board Members must vote (proxy, e-mail or FAX). Said vote can be via conference call.
- e. The Board shall minimally convene at quarterly dinner meetings.

FUNCTIONS OF THE BOARD OF DIRECTORS

- a. The Board shall make all monetary decisions of expenditure or expected expenditure of more than One Hundred (\$100.00) Dollars. Expenditures of less than One Hundred (\$100.00) Dollars can be decided by the Treasurer without prior Board approval.
- b. The Board shall make determination of the powers and responsibilities of all committees not defined elsewhere in this document.
- c. The Board shall be the final decision - making body with regard to the acceptance, rejection or expulsion or change in status of any applicant or member by a two-thirds (2/3's) majority vote of the full Board (proxy, e-mail or FAX are acceptable); and, said vote can be via conference call or polling.
- d. The Board shall give a detailed report at a regular meeting on its major activities and decisions.
- e. Minutes of the Board's meetings are available to Full Members upon request.
- f. Any Board Member who has more than one un-excused absence from a Board Meeting in any given year will by two-thirds (2/3's) vote of the full Board (proxy, e-mail, FAX are acceptable with said vote being permitted via conference call or polling) shall or may be relieved of his / her position.
- g. The full membership can request the removal of any member of the board by submitting a written request to do so with explanation of reason (s). Said Board Member shall be advised by the Board and offered the opportunity to address the reasons for requested removal by the membership to a meeting of the full board. The Board by three-fourths (3/4's) majority vote (proxy, e-mail, FAX are acceptable) and said vote can be by conference call or polling can remove recommend removal to the Membership at the next scheduled meeting. The membership shall vote and must approve the removal by a three-fourths (3/4's) majority vote.
- h. The Board of Directors can decide to remove any Board Member for reason in a hearing attended by the full board in the presence of the Board Member considered for removal by a three-fourths (3/4's) majority vote. The membership shall then be advised at the next general meeting and the Board will appoint an interim replacement.

1. President

- a. The President shall serve as the Chief Executive Officer of the Association. The President shall prepare for and shall preside over all Board meetings and is solely responsible for the agenda and conduct of said meeting.
- b. The ultimate responsibility for the Board performing its duties lies with the President.
- c. The President is responsible for the introduction to the Board of new policy matters proposed either by himself / herself, another Board member or by any Full Member to the membership at a general meeting.
- d. In addition to standing committees named in this document, the President has the authority to appoint all and any committees she / he deems necessary in order to carry out the function of the Board and / or Association.
- e. The President serves as Chief Operating Officer of the Association. A primary responsibility is to prepare for and preside over the General Membership meetings. He / she is ultimately responsible for meeting time, place and program for both general membership and Board meetings.
- f. The President shall serve as Chairperson of the Grievance Committee.
- g. The President may appoint a Full member *ad hoc* to serve on the Board of Directors.

2. Vice President

- a. The Vice President's primary responsibility is to prepare himself / herself for the responsibilities of the Presidency in the event that the President is unable to perform one or more of his / her duties, and shall serve in the capacity of the President under such circumstances.
- b. The Vice President shall serve as Chairperson of the Orientation Committee and any *ad hoc* committee.
- c. The Vice President is responsible for maintaining lists of all committees, its Chairs and members.
- d. The Vice President shall be responsible for overseeing the length of terms of all Board Members.

- e. The Vice President shall be responsible as program chair as described in Article II, paragraph #3.

3. Treasurer

- a. The Treasurer shall present a financial report at each Board meeting and to the General membership meeting immediately thereafter, and shall be responsible for all receipts, expenditures, and other financial transactions of the Association and shall maintain the record thereof.
- b. The Treasurer shall serve as Chairperson of the Finance Committee, if so convened.
- c. The Treasurer shall be responsible for any and all federal, state and any other tax filings in a timely manner.

4. Secretary

- a. The secretary shall be responsible for recording the minutes of each Board and General membership meeting. He / she will send a copy of the minutes and any other appropriate material to each Board member monthly.
- b. The Secretary will retain a permanent record of the minutes of each meeting.
- c. The Secretary shall retain a permanent record of the minutes of the various committees provided by respective chair people or the Vice President.
- d. The Secretary shall keep attendance records, and notify members in non-compliance as per Article VIII.
- e. The Secretary shall maintain and distribute Policy Manuals or other similar or substitute material concerning the association and updates to the general membership.

Article VI

STANDING COMMITTEES

OPERATION COMMITTEE

- a. The Operations Committee shall be comprised of the President and Vice President and one member. The President shall chair the committee and have the power to appoint additional members as

desired or needed. One function shall be the agenda of the General membership meeting. This function includes time, place, and meeting format, arrangement for speakers and exchange of ideas for membership motivation and retention. The President may delegate all or any portion of the committee functions.

- b. The Operations Committee shall also be responsible for the implementing of social and of special activities as directed by the President and / or the Board. Such activities shall be subject to Board approval.

MEMBERSHIP COMMITTEE

- a. The President will appoint the chairperson and at least two additional active members.
- b. The Membership Committee shall interview and review all prospective candidates, and shall present recommendations to the Board via the result of the prospective member's rating sheet.
- c. The Membership Committee shall work to determine new active member classifications for the Association.

Note:

The selection process through all stages shall not include in any way consideration of a prospective member's race, creed, color, national origin, religious practice and sexual preference. Discrimination of any kind other than professional category restrictions and adherence to the applicable standards of practice and professional ethics requirements and guidelines to which they are responsible shall not be tolerated.

GRIEVANCE COMMITTEE

- a. The Grievance Committee is the Board of Directors and is chaired by the President.
- b. By notice via these By-Laws and at the first meeting of each year, the membership is and shall be advised that any grievance must be presented in writing to the Secretary. The Secretary shall place the grievance on the agenda for the next Board meeting. The Board can convene a special meeting, if so deemed appropriate to consider the grievance.

ATTENDANCE

- a. Each Full Member must attend minimally 60% of the meetings to remain in good standing. This requirement may be satisfied by having a designated “Alternate” of the business attend in his / her place up to three (3) meetings.

The “Alternate” for purpose of the SPBA business and elections will be the same as an Associate Member.

- b. Any Full Member whose percentage of attendance falls below 60% during the preceding consecutive six (6) month period shall receive a notification that they are no longer “in good standing” and that they are now an Associate Member, effective for three (3) months. If attendance is not consistent for these three (3) months, the Board can open this specialty or consider extenuating circumstances provided by the member at a scheduled Board Meeting, either regular or special.
- c. Should a Full Member not remain in compliance with these By Laws the Board can open the specific professional / business category to a new Full Member or an Associate Member and the delinquent now Associate Member has no recourse in the decision making process.
- d. *Leaves of Absence* may be approved by the Board for good and sufficient reason and for a period of no longer than six (6) months. Members applying for leave must do so in writing to the Board; and, must be in good standing and maintain dues paid status during the period of absence.
- e. *Associate Member*- Has no obligation to attend any specified number of meetings.

Article VIII

RULES OF ORDER AND AMENDMENTS

- a. Robert’s Rules of Order shall be the parliamentary guide for the Association.
- b. These By-Laws may be amended by a vote of two-thirds (2/3's) of the Full Members present at any meeting, provided that notice shall have been given in the minutes and at two General Membership meetings prior to the vote.
- c. Any proposed changes must be considered by the Board and approved

by a 2/3's majority vote of a full Board. (Proxy, e-mail, FAX accepted when provided to the Secretary in advance. No conference calls permitted for this function.

TERMS OF EXISTENCE AND PROPERTY

- a. This Association shall remain in existence until such time as two-thirds (2/3's) of its active Full Members' petition in writing to dissolve it. No Member shall have any separate right, title or interest in the assets of the Association until it is duly and properly liquidated.
- b. Upon liquidation and satisfaction of all financial and legal obligations, the remaining funds shall be distributed to an IRS approved charity or not for profit organization as approved by a two-thirds (2/3's) vote of the full board (proxy, FAX and e-mail acceptable) same can be accomplished via conference call.

Article IX

EXPULSION

- a. In view of Article II of this Constitution, any member who shall be guilty of conduct inconsistent with the objectives of this Association as specified in said Article II, or guilty of conduct inconsistent with the ethics of her / his business or profession shall be deemed an Infractor Member. In any such incident, the Board of Directors shall be vested with full and complete power to expel the Infractor Member from the Shore Professional Business Association (SPBA).
- b. The Member shall be given at least ten (10) days notice in writing of such pending action and an opportunity to submit to the Board a written answer addressing the reasons provided in the notification. The member shall also have the right to ask for a special meeting of the Board and shall request same in writing and submit a check in the amount of Thirty-five (\$35.00) Dollars or Fifty (\$50.00) Dollars for each Board Member to subsidize the dinner meeting created on the members account. The service of the notice by the Board on the Member shall be made by personal delivery or by registered letter, return receipt provided, sent to his / her last know address. In all decision under this article, two thirds (2/3's) vote of the full Board shall be binding and decision. All Board Members must be in attendance for the meeting and the vote.

This Constitution was approved by the sitting Board of Directors on February 12, 2002.

This Constitution / By-Laws were amended by the Board on June 21, 2007.

This amended Constitution / By-Laws were adopted by the full membership on August 20, 2007.

The effective date of the amended By-Laws will be September 1, 2007.

President

Vice President

Treasurer

Secretary