

**BYLAWS & CONSTITUTION OF THE PHOENIX
BUSINESS CONNECTION CHAMBER LEADS CLUB
AS OF OCTOBER 2012**

ARTICLE I - NAME

The full name of this group is the Phoenix Business Connection Chamber Leads Club, hereinafter (“Phoenix Business Connection”). The Phoenix Business Connection is a Committee of the Greater Phoenix Chamber of Commerce and is fully sponsored by the Phoenix Chamber.

ARTICLE II – MISSION AND PURPOSE

The primary mission and purpose of the Phoenix Business Connection is to promote and advance the common business interests of its Members. Social interaction, provision of leads and education between Members is encouraged.

ARTICLE III – MEETINGS

SECTION 1. TIME AND PLACE

The regular meetings shall be held on a day of the week and at such time as will be designated by the Phoenix Business Connection. Meeting location may change with two weeks notification to and approved by the Members by a majority vote of those present at a regularly scheduled meeting.

SECTION 2. DETERMINATION OF LOCATION FOR MEETINGS

The meeting place can be anywhere that the Phoenix Business Connection agrees to meet by majority vote. The meetings start promptly at 7 a.m.

SECTION 3. AGENDA

The Chairperson shall establish the meeting agenda for each meeting consistent with the mission and purpose of the Phoenix Business Connection. Every Member shall have the right to suggest a portion of the Agenda in writing prior to any regularly scheduled meeting. However, the content of the Agenda shall be the sole responsibility of the Chairperson.

ARTICLE IV - MEMBERSHIP

Membership is open to any interested person who meets the Minimum Requirements set forth in this Article, Section 1. Nothing in this Article or the Phoenix Business Connection Bylaws shall be intended or construed to create a contract or contractual obligation between the Phoenix Business Connection, the Greater Phoenix Chamber of Commerce or one of its recognized affiliates, and/or the officers of these organizations, and any Member. The following are only intended as guidelines for operation and conduct, and any deviation of these Bylaws shall not be deemed a modification of these Bylaws, a waiver of any conduct, or the creation of an obligation or duty on behalf of the

Phoenix Business Connection, any Officer, or the Greater Phoenix Chamber or recognized affiliate.

SECTION 1. MINIMUM REQUIREMENTS FOR MEMBERSHIP

Application for membership to the Phoenix Business Connection shall be open to any person who is:

1. A member in good standing of the Greater Phoenix Chamber of Commerce or with one of its officially recognized affiliate Chambers of Commerce; and,
2. An owner of a legal business or who is employed in a decision-making capacity for a business organization of any type or a member of any recognized profession; and,
3. Whose occupational field or endeavor or specialty within a profession does not or will not conflict with any other present Member's occupational field or endeavor or specialty within a profession; and,
4. Does not belong to more than one Greater Phoenix Chamber Leads group while a Member of the Phoenix Business Connection.

SECTION 2. PROSPECTIVE MEMBERS AND GUESTS

Any Phoenix Business Connection Member may invite a prospective member as a guest to any regularly scheduled meeting. A prospective member or guest may only attend two meetings. The prospective member does not have to be a member of the Chamber at the time he or she attends as a guest.

SECTION 3. APPLICATION FOR MEMBERSHIP

In order to be considered for membership, a candidate shall:

1. Attend at least one meeting; and,
2. Submit an application on the form developed and provided by the Phoenix Business Connection, with the applicable membership fee established by the Phoenix Business Connection; and,
3. Meet the minimum membership requirements set forth in this Article, Section 1

Upon receipt of such application, the Chairperson shall announce *in the next available meeting*, the name and nature of the business of the candidate. Any Member may object to the application on the basis of an apparent conflict with that Member or the Phoenix Business Connection membership, by giving written or verbal notice to the Conflict Committee Chairman.

The Conflict Committee will vote on acceptance or declination of the applicant for membership by the next meeting. Conflict resolution shall be determined in accordance with the Rules and Regulations as established by a Conflict Committee of this Chapter.

SECTION 4. TERMINATION

A PERSON'S MEMBERSHIP IN THE PHOENIX BUSINESS CONNECTION MAY BE EITHER TERMINATED AUTOMATICALLY OR FOR "GOOD CAUSE" AS DETERMINED BY THE MEMBERSHIP.

1. Automatic Termination:

- a. If subsequent to a Member's election, the Member changes occupational fields or endeavors or a specialty within a profession, his or her membership shall automatically terminate, and he or she must reapply for membership pursuant to Section 3 of this Article.
- b. If a Member fails to meet the minimum requirements for membership set forth in Section 1 of this Article for more than 2 consecutive weeks.
- c. The Membership may not vote to excuse non-performance of any of the minimum requirements for membership.

2. "Good Cause" Termination:

- a. For any other "good cause" as provided in these Bylaws or as determined by the Members, the current Members may terminate the membership of any Member by a two-thirds (2/3) vote of the Members present at the meeting, PROVIDED THAT:
 - i. A statement of the reason for good cause termination has been mailed and/or e-mailed to the Member at their last recorded address and/or e-mail at least seven (7) days before final action is taken therein; this statement shall be accompanied by a notice of the time and place for such meeting, and at such meeting the Member shall be given an opportunity to present a defense to the charges;
 - ii. The vote for termination of membership was announced at a previously scheduled meeting and a statement of the reasons for termination was provided to the full membership roster at least three (3) days before the vote by mail and/or e-mail.
- b. Except as otherwise provided herein for Automatic Termination, "good cause" may be any violation of these Bylaws or Rules and Regulations adopted by the Phoenix Business Connection membership, failure to meaningfully participate in the mission of the Phoenix Business Connection, engaging in behavior or conduct detrimental to or counter-productive to the mission or reputation of the Phoenix Business Connection, or any other conduct that the current Members agree constitutes good cause for termination.

3. Waiver and Enforcement:

The membership, by two thirds (2/3) vote of present Members may waive any violation of these Bylaws or the Phoenix Business Connection Rules and Regulations or any other "good cause" basis for termination, except as provided in these Bylaws for Automatic Termination. However, such waiver shall not prohibit nor limit the membership's right or ability to enforce and

terminate such violation or similar violation or conduct against that Member or another Member in the future.

SECTION 5. MEETING ATTENDANCE

It is expected the Members will attend the meetings on a regular basis in order to meaningfully participate in the mission of the Phoenix Business Connection. Meaningful participation is necessary for each Member to fully understand the occupational field or endeavor or specialty within a profession of every other Member so as to be able to generate leads, assist in business development, and provide beneficial advice. A Member may designate an individual from his/her company, endeavor, or profession to attend any regularly scheduled meeting.

A Member shall be considered to Meaningfully Participate, at a minimum, by:

1. Attending at least 70% of the regularly scheduled breakfast meetings within any quarter (no more than 4 can be missed).
2. Providing a reason in writing (which includes e-mail) for failing to attend two consecutive regularly scheduled breakfast meetings. It is expected that such reason will be sufficiently detailed to allow the Executive Committee to determine whether good cause exists to excuse the Member's absence (i.e. "conflict" without elaboration may not be sufficient detail).

At any time, the membership may agree by consensus to establish additional minimum requirements for Meaningful Participation. Such requirements shall be published and provided to all Members and new Members after acceptance by the membership. Nothing in this section shall limit or prohibit the membership from voting to terminate a Member's membership, pursuant to Section 4 of this Article, despite the Member's compliance with this Section.

SECTION 6. LEAVE OF ABSENCE

Must be requested in writing and submitted to the Board for approval. Request shall be for suitable purposes only, including serious illness, death of family member, etc. Duration shall not be more than 8 consecutive weeks, and a substitute shall be present 25% of that time (2 meetings). Chairperson will inform membership of approved requests.

SECTION 7. BREAKFAST AND TIPS

Our meeting place provides the Phoenix Business Connection a meeting room at no cost. However, everyone attending is required to order and pay for some kind of breakfast (more than coffee) and tip the server. The only exception is if one has a medical condition, which is discussed with the Chairperson. This person is still required to tip the server.

Failure to abide by this section may be considered "good cause" for termination of membership pursuant to Section 4 of this Article.

ARTICLE V - DUES AND FEES

Each Member shall be required to pay a one-time fee in an amount as determined and agreed to by the Membership. The Membership shall annually determine the amount of this fee for prospective Members. This fee shall be due at the time of application for membership. This fee is for the purpose of defraying The Phoenix Business Connection administration costs. This fee shall be non-refundable, except where the Conflict Committee determines that the Member's membership must be terminated due to an irreconcilable conflict within the first 90 days of the membership.

ARTICLE VI – OFFICERS

SECTION 1. OFFICERS AND EXECUTIVE COMMITTEE

The Officers of the Phoenix Business Connection shall consist of:

1. Chairperson
2. Vice Chairperson, who shall also serve as the Conflict Committee Chairperson
3. Treasurer
4. Events Chairperson
5. Membership Chairperson

The Phoenix Business Connection Officers set forth above shall comprise the Phoenix Business Connection Executive Committee.

SECTION 2. OFFICER DUTIES AND RESPONSIBILITIES

1. **Chairperson:** This individual shall be responsible for the overall management and operation of the Phoenix Business Connection Leads Club. The Chairperson shall be authorized to enter into contracts on behalf of the Phoenix Business Connection and perform any other administrative duty consistent with the mission, these Bylaws, and the operation of the Phoenix Business Connection Leads Club. The Chair shall also be responsible for the orderly running of the regularly scheduled membership meetings.
2. **Vice Chairperson:** This individual shall assist the Chairperson in the overall management and operation of the Phoenix Business Connection. This individual shall also act as the Chair of the Conflicts Committee. This individual shall be responsible for the orderly running of the regularly scheduled membership meetings in the absence of the Chairperson.
3. **Treasurer:** This person shall be responsible for the Phoenix Business Connection finances and banking accounts. This individual shall be responsible for maintaining the books and records of the Phoenix Business Connection activities and finances.
4. **Events Chairperson:** This person shall be responsible for establishing and running a committee for purposes of developing and planning a schedule of social or other events for the membership outside of the regularly scheduled membership meetings.

5. **Membership Chairperson:** This person shall be responsible for maintaining the membership roster and other membership issues. This individual shall preside over a membership committee responsible for developing and administering the Phoenix Business Connection membership.

SECTION 3. COMMITTEES

The Phoenix Business Connection shall have three (3) standing Committees:

1. **Conflicts Committee:** The Vice Chairperson shall chair this Committee. It shall be responsible for determining and resolving all conflicts among the Membership. This Committee shall develop Rules and Regulations for determining the existence of a conflict and the resolution of the conflict. The Rules and Regulations may be adopted by the Membership by a majority vote of those present during the vote.
2. **Events Committee:** This Committee shall develop and plan events for the membership outside of the regularly scheduled membership meetings.
3. **Membership Committee:** This Committee shall be responsible for all Membership issues except for conflict resolutions and events. This Committee shall maintain the membership roster and determine whether each Member is in compliance with these Bylaws and making a good faith effort to meaningfully participate in the Phoenix Business Connection.

SECTION 4. TERM OF OFFICE AND QUALIFICATIONS

The term of office for the Officers shall be annual, and commence on January 1 of each year. Nominations will be held in October and elections will be held in November prior to the beginning of the New Year. Positions of Chairperson and Vice Chairperson require a prerequisite of one (1) year on the Board. The Member serving as Chamber Representative is disqualified from serving on the Board, as this is a conflict of interest.

ARTICLE VII - REPEAL, ALTERATION, OR AMENDMENT

Any Member may offer a proposed Amendment to the Bylaws by presenting the proposed Amendment in writing to the Chairperson. The proposed amendment shall be submitted to the Board Members, in writing, at the next regular scheduled Board meeting. After Board review, a two-thirds (2/3) vote of the Members present at the following meeting is required for an Amendment to Pass.

ARTICLE VIII – LIABILITY

Nothing in the Phoenix Business Connection Bylaws shall be intended or construed to create a contract or contractual obligation between the Phoenix Business Connection, the Greater Phoenix Chamber of Commerce or one of its recognized affiliates, or any of the Officers or Directors of these organizations and any Member. These Bylaws are solely intended as guidelines for operation and conduct. Any deviation of these Bylaws shall not be deemed a modification of these Bylaws, a waiver of any Member conduct, or the creation of any obligation or duty on behalf of the Phoenix Business Connection or the Greater Phoenix Chamber or recognized affiliate to any Member or prospective Member.