

**CONSTITUTION AND BYLAWS**  
**OF THE**  
**IOWA CITY BUSINESS CLUB**

**ARTICLE I - NAME**

The name of this organization shall be The IOWA CITY BUSINESS CLUB.

**ARTICLE II - PURPOSE**

The chief purpose of the club is to bring together individuals interested in personal and professional advancement through networking and promotion of themselves and their businesses. This is to be achieved by the exchange of ideas and information during meetings, which will benefit all members by facilitating the development of business relationships. Club members may choose to do business with each other, but membership in the club imposes no such responsibility or obligation.

The club is not a civic organization, but may take part in civic activities. The club shall be authorized to participate in such activities only upon approval of a majority of the general membership of the club. Likewise, the club is not a social organization, but certain members necessarily benefit socially, and not financially, as members of the club. Therefore, a secondary purpose of this club is to provide an opportunity for all members to benefit from the social activities included as a member of the club.

**ARTICLE III – OFFICERS**

The club shall have as officers: A President, Vice President, Secretary, and Treasurer.

**ARTICLE IV - DUTIES OF REGULAR OFFICERS**

**Section 1:** Each officer is responsible for his duties being performed each meeting and is obligated to secure a member to handle his duties and give the necessary reports in his absence.

**Section 1(a):** The President and/or Vice President shall be designated as the presiding hosts, and in general, guide the weekly or presenting hosts with the agenda and activity of the club. There shall be a two month calendar of future presenting hosts and the President and/or Vice President shall ensure that each member serves as a presenter host on a fair and equitable basis. The President and/or Vice President shall be responsible for welcoming each new member into the club by telephone or letter, and for inducting said new members into the club. Their duties will also include welcoming guests, explaining to them the purpose and operation of the club and securing their information from their sponsor.

**Section 1(b):** The President and Vice President shall take primary responsibility for establishing the location of the meeting and coordinating with the establishment selected on a monthly basis.

Presiding hosts shall be responsible for providing a speaker and/or activity for each meeting. The program shall be no shorter than 10-15 minutes. Presenter will inform the presiding hosts if more time is needed so that more time can be arranged within the meeting agenda.

**Section 1(c):** The Secretary shall keep an active roll of all members by recording attendance, business tips and contest points.

**Section 1(d):** The Treasurer shall collect all dues, keep them properly accounted for, pay all the bills and make a regular financial report to the club, and perform such other duties as herein provided. The Treasurer may seek guidance of the general banking member who is in an active status of the club membership.

## **ARTICLE V - ELECTIONS**

**Section 1:** All regular officers shall be elected by a majority of a quorum to be announced annually each March at the first regularly scheduled Wednesday membership meeting. For all purposes under all articles herein, a quorum shall be more than one-half of the general membership of the club present at any meeting. Example: 50% + 1). Voting may take place via 'online voting'. Provided there is a membership agreement to do so, prior to the actual election vote.

**Section 2:** All regular officers shall serve for a twelve month term. No regular officers shall succeed themselves in office, but may hold other offices the following term if so elected.

**Section 3:** There shall be appointed by the President and/or Vice President a nomination committee to select candidates for offices for the next term. The membership of such committee shall be made up of the current President and Vice President, the past two Presidents and Vice Presidents and a current non-officer member of the club. Said committee shall select a slate to be presented to the club at the proper time for elections.

## **ARTICLE VI - MEETINGS**

**Section 1:** The club shall meet every Wednesday at a time and place determined by the membership. However, the time and place of the meeting may be changed by a majority vote of the membership. Starting time for each weekly meeting shall be at 7:30 a.m. It is the intent of the club to have breakfast available at the meetings for its memberships at membership costs.

## **ARTICLE VII - MEMBERSHIP**

**Section 1:** One representative shall be allowed for each business or profession. Membership in this club shall preclude membership in any other like organization. If one member representing a business or profession changes said profession to one which is represented by another member, such member with the longest seniority shall be the only representative of the common profession.

**Section 2:** In the event that certain members represent overlapping professions, a quorum of the general membership may vote to suspend the application of section 2 of this article, provided, the provisions of this section shall apply upon the approval of all members of the overlapping professions.

## **ARTICLE III - NEW MEMBERS - APPLICATION**

**Section 1:** Any member may sponsor a prospective member by presenting him/her/business to the membership during any one of the ICBC meetings. The entire membership of the club has the responsibility, at the succeeding meeting, of deciding whether this prospective member will fill a vacant profession and whether this profession is advantageous to the club.

**Section 1(a):** Preferably, before a prospective member shall be brought as a guest, the name of such prospective member shall be submitted to the membership by the guest's sponsor, to prevent any potential conflict of interest. However, the membership will not discourage the spontaneity of a potential member attending a meeting un-announced. In fact, all members are encouraged to invite potential members anytime, a sort of 'open invitation' policy will be agreed upon until voted or changed otherwise.

**Section 1(b):** Following the prospective members visit at a meeting, it is the sponsor's responsibility to communicate to each member that he intends to nominate said person as a prospective member. The communication, presented at a meeting, or online, should include all the information on the membership information sheet. This shall be done for one week prior to the prospective member being voted in, or out, as a permanent member.

**Section 1(c):** The purpose of the above action is to determine if any current member has reasons or information that would possibly preclude that prospective guest from becoming a member. If any member knows of any reason why the prospective guest should not be invited to a club meeting as a prospective member, it is that member's responsibility to immediately inform the President. A single legitimate "No vote" or conflict from a current member of the club will serve to remove the prospective member from further consideration.

**Section 1(d):** If a protest is not communicated to the President at the time the name of a prospective member has been communicated to the club, the prospective member shall be considered eligible to be brought to a meeting as a prospective member.

## **ARTICLE IX – NEW MEMBERS – VOTING PROCEDURES**

**Section 1:** Each prospective member shall be voted on for acceptance into the club by a majority of a quorum (50% + 1) at the meeting preceding the prospective member's next meeting attendance. Voting can be a secret vote, or voice vote, or an online vote. NOTE: Only one "No" vote shall serve to preclude a prospective member from entering the club.

Following an acceptance vote, a person shall be considered a member once the person's membership dues are paid and received by the club.

**Section 2:** If a member is transferred out of the area, he will have the right to make nomination of his successor from his respective company. The approval process will be amended to the following:

**Section 2(a):** The departing member will submit the written application, or online application, and invite his proposed replacement to attend as a special guest to the next meeting.

**Section 2(b):** At the following meeting, the general membership will vote on the proposed replacement member. A two-thirds affirmative vote will approve this special replacement member.

**Section 2(c):** The "Only one NO vote" provision is expressly waived for this replacement member.

## **ARTICLE X - DUES**

**Section 1:** There shall be annual dues, the amount to be determined by the club membership on an annual basis. Dues will be payable in advance, prorated to March 1st of each year and billed March 1st thereafter, due and payable April 1st of each year. Such dues shall be deposited in the club treasury subject to the control and supervision of the "Treasurer". Disbursements from said treasury shall be made only according to the provisions herein set forth. Members who fail to pay their dues by April 1<sup>st</sup>, of each year, will be classified as delinquent and handled in accordance with the provisions herein, unless waived by the majority of the members beforehand.

**Section 2:** A member delinquent in their dues will be considered no longer an active member if, after the Treasurer contacts the member, they do not immediately pay in full and ask for reinstatement. Thus, for recruiting purposes, the delinquent member's business classification will then be declared "Open" by the President.

**Section 3:** Attendance will be taken and recorded. All members are accountable for any unexcused absences, except for emergency situations. Any member who misses four meetings, in a six month period, without being excused prior to the meeting missed, will be declared dropped from membership and his classification re-opened. After the member has been absent from three meetings, the Secretary will first contact the Membership Committee, who shall present it to the entire business club. Properly excused absences must be received by the current Secretary, no later than 6:00 p.m. Tuesday evening prior to regularly scheduled Wednesday morning meetings.

## **ARTICLE XI - DELINQUENT MEMBERS**

**Section 1:** It shall be the duty of the Secretary to keep an attendance record. In the event of a dispute concerning attendance, the record as kept by the Secretary shall be conclusive and shall determine the status of all members.

## **ARTICLE XII - GENERAL**

**Section 1:** There shall be no age limit in any classification of a business or profession for membership.

**Section 2:** The rules and bylaws may be amended by a 2/3rds majority vote of the current club membership.

**Section 3:** Regarding 'Committees': The President and/or Vice President shall be the permanent chairmen of all committees. All persons making up each committee shall be voted upon by a quorum vote (50% + 1) of the club membership.

**Section 4:** The President shall appoint from time-to-time a Social Committee and its duty shall be to arrange periodic social events. Such functions shall be paid for out of the treasury and/or by assessment of those members who attend.

**Note:** ANY REFERENCE TO THE MALE GENDER IN THESE BYLAWS SHALL INCLUDE THE FEMALE GENDER.

## **CONSTITUTION AND BYLAWS AMENDMENT TO ARTICLE X SECTION 3 (ATTENDANCE)**

The sentence; "Any member who misses four meetings in a six month period, without being excused prior to the meeting missed will be declared dropped from membership and his classification re-opened.", is changed to read; "Each member is required to attend two (2) meetings per month and/or six (6) meetings per quarter. Members may send a representative from their business to take their place at a meeting which shall count towards their attendance requirement. A member may receive a one time three (3) month leave of absence during a membership year. The leave of absence must be approved by a majority vote of the members present at the next club meeting. If a member does not meet these attendance requirements he will be declared dropped from membership and his classification reopened."

**Note:** ALL ARTICLES & SECTIONS OF THIS CONSTITUTION & BY-LAWS WERE LAST REVISED/AMENDED, AND APPROVED, ON AUGUST 20<sup>TH</sup>, 2008 as per ARTICLE XII Section 2.