

DEFINITIONS

ELECTION OF NEW MEMBERS

Recap

BYLAWS

FORUM BREAKFAST CLUB OF DES MOINES, IOWA

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DEFINITIONS

Dispute Resolution:

Conflicts regarding interpretation of these Articles by the Membership will be referred to the Executive Committee for a final decision, unless specified otherwise.

Mail: Delivery will be by Email, fax and/or phone.

Members in Good Standing:

Individuals who annually attend 65% or more of regular meetings.

Regular Meetings: Twice scheduled monthly meetings as per the Bylaws.

Voting Meetings or Voting by Mail:

Any meeting presenting Voting questions to the Members for approval of or changes to the Bylaws or related activities. A Voting criterion has the two following required components:

- 1) Notice
- 2) Quorum

These are defined as follows:

- **Notice:** At least 3 business days prior to a Voting meeting, Members will be notified in writing items for approval.

- **Quorum:** A Quorum constitutes fifty percent (50%) of the total Membership and that same representation of Members must vote by mail or at a Voting Meeting for approval.

Voting Approval Requirements for Article(s)

Article III - Bylaws changes:

2/3 Member approval at a Voting meeting or by Mail ...Or...100% Member approval at any meeting with a Quorum present.

Article IV, V, & IX - Club Operations:

Simple Majority approval of those present at any Voting Meeting.

Article VIII - New Member Candidates:

100% Member approval at a Voting Meeting or by Mail.

Article VIII - Involuntary Termination of Member:

2/3 majority of ALL Members in the Club by Anonymous Vote.

RECAP
ARTICLE VIII – MEMBERSHIP

Sec. 4. **Election of New Members**

New Member Approval Procedures:

(1) Sponsor/Candidate:

The Sponsor explains THE CLUB to the Candidate.

Or

An “informal” meeting with the Sponsor, Candidate, and two officers.

(2) Candidate/Application:

The Candidate completes a “New Member Application”.

(3) 1st Vote:

Determines conflicts with any current Members.

(4) Vote Approved:

Upon 100% approval, the Candidate is invited as a Guest.

Or

Vote not Approved:

Membership Chair contacts the Sponsor, then the Candidate that there was a conflict within THE CLUB.

(5) Candidate Visit:

As a Guest receives THE CLUB's Roster and Bylaws.

(6) 2nd Vote:

After the Candidate has been a Guest at a regular meeting, the Membership will vote by mail within 3 business days using the same criteria as a Voting meeting

(7) Vote Approved:

Upon 100% Approval, the Candidate becomes a Member.

Or

Vote not Approved:

Membership Chair contacts the Sponsor then the Candidate that there was a conflict within THE CLUB.

**BYLAWS
FORUM BREAKFAST CLUB OF DES MOINES, IOWA
(Amended July, 2000)**

**ARTICLE I
OFFICIAL NAME**

- Sec. 1. **The Organization.**
The Organization shall be known as “**THE FORUM BREAKFAST CLUB OF DES MOINES, IOWA**” hereinafter called “**THE CLUB**”.

**ARTICLE II
MISSION**

- Sec. 1. **The Mission.**
THE CLUB is to provide an environment for fostering social and business relationships, to promote fun, camaraderie, as well as professional and personal growth.

**ARTICLE III
AMENDMENTS – BYLAWS**

- Sec. 1. **Bylaw Amendments**

Amendments: Any Member may recommend a change in the Bylaws.

- Sec. 2. **Approval:**
The Bylaws may be altered, amended, or repealed at a Voting meeting and new Bylaws adopted by *a two-thirds approval*.

Or

Unanimous Approval:

The Bylaws may be altered, amended, or repealed and new Bylaws adopted at any meeting *without notice* in which a Quorum is present, and voting is *by unanimous approval*.

- Sec. 3. **Voting:**
Only Members are entitled to vote on Bylaws changes or any other Club concerns

ARTICLE IV
APPROVALS / VOTING

Sec. 1. **Approval Processes.**

Approvals:

Non-Bylaw activities or previously approved related Bylaw activities requiring minor adjustments needs only approval by a Simple Majority Vote of Members present at any meeting.

ARTICLE V
BUDGET / FISCAL YEAR

Sec. 1. **Balanced Budget:** THE CLUB will operate on a balanced budget.

Process:

The incoming President and Executive Committee prepare a balanced budget for approval at a Voting Meeting prior to the new fiscal year.

Sec. 2. **Fiscal Year:** The fiscal year shall be from February 1 to January 31.

ARTICLE VI
DUES

Sec. 1. **Annual Dues.**

Profile: Dues will consist of the following charges:

- Activity costs.
- Actual food / meeting costs.

Sec. 2. **Payment of Dues.**

Dates for Payment:

Dues are paid *on or before the 2nd meeting* in

- February for annual payments
- February and August for semi annual payments
- February, May, August, and November for quarterly payments

All Dues are to be paid in advance and are nonrefundable.

New Member Dues:

Beginning at the next regular meeting after a new Member has been elected to THE CLUB his dues are prorated for any full and partial months.

ARTICLE VI – DUES

(continued)

Sec. 3. Failure to Pay Dues.

Delinquency of Dues:

A Member who is delinquent IS NOT eligible to attend any “sanctioned” functions.

Dispute Resolution:

A Member who fails to pay dues on or before the above dates is considered delinquent and may be recommend for Involuntary Termination.
(*Sec. 6. Termination of Membership*)

ARTICLE VII MEETINGS

Sec. 1. Annual Meeting:

The Executive Committee selects a date and time for the meeting in the fourth quarter of the fiscal year.

Sec. 2. Regular Meetings:

Regular meetings are scheduled semi monthly. Generally, the second and fourth Tuesday of each month at 7:00 a.m.

Exception:

In November and December, there is only one regular meeting scheduled on the second Tuesday of the month.

Sec. 3. Special Meetings:

Any other meeting which may be called by the President, the Executive Committee, or by more than $\frac{1}{4}$ of the Members.

Notice:

The Secretary will give notice of the meeting date not less than one week prior to the Special Meeting.

ARTICLE VIII MEMBERSHIP

Sec. 1. **Active Members.**

Membership: Membership in THE CLUB is perpetual.

Members and Membership:

The only membership class will be “Active Members” known as “Members”. The grouping of Members will be referred to as the “Membership.”

Sec. 2. **Number of Members.**

Members: The Roster will not exceed thirty-five (35) Members.

Sec. 3. **Representation.**

Members:

Members will represent a cross-section of professions. No more than one representative of any related profession is allowed unless approved by exception.

Exception:

The Bylaw can be for waived at a Voting meeting as long as the current Member of the related profession is included in the vote.

Occupational Changes:

When a Member changes professions and it does not in conflict with the existing Membership, he remains a Member. If his new profession *conflicts* with the existing Membership, the above guidelines and exception apply.

Dual Memberships:

Membership will not be granted to anyone who belongs to another organization with the same or similar mission.

Sec. 4. **Election of Members.**

Member Voting and Approvals:

Candidates require two (2) rounds of voting which may take up to two (2) regular meetings to complete.

ARTICLE VIII – MEMBERSHIP

Sec. 4. Election of Members.

(continued)

Candidate Votes:

The 1st and 2nd Candidate vote may be conducted at a Voting meeting or by Mail using Voting Meeting criteria.

Member Approval Procedure:

(1) Sponsor/Candidate:

The Sponsor explains to the Candidate the mission, activities, and general organizational structure of THE CLUB.

Or

A preliminary “informal” meeting may occur between the Sponsor, Candidate, and two officers.

(2) Candidate/Application:

The Sponsor or Membership Chair (Vice President) will mail the Candidate a “New Member Application” form and assist in its completion.

(3) 1st Vote:

This Vote determines any potential conflicts with current Members. When a New Member Application form is received, the Membership Chair immediately mails it to the Members.

Voting:

Conducted at a Voting Meeting or by Mail. The Mail option requires the Membership to return a their votes within 3 business days of the mailing using the Voting Meeting criteria, Approval must be 100% of the Members voting.

Vote Approved:

The Candidate is invited as a guest to the next regular meeting.

Or

Vote not Approved:

Membership Chair contacts the Sponsor then the Candidate to explain that there was a conflict within THE CLUB.

Candidate Visit:

The Candidate will receive a copy of THE CLUB's profile and Bylaws.

ARTICLE VIII – MEMBERSHIP

Sec. 4. Election of Members.

(continued)

(4) 2nd Vote:

After the Candidate has been a Guest at a regular meeting, the vote is conducted at a Voting Meeting or by Mail. The Mail option requires Membership to return their vote within 3 business days using the Voting Meeting criteria. Approval must be 100% of the Members voting.

Vote Approved: The Candidate becomes a Member.

Or

Vote not Approved:

Membership Chair contacts the Sponsor then the Candidate to explain that there was a conflict within THE CLUB.

(5) Welcome Letter:

The President and Vice President will send a welcome letter to the new Member and an invitation to attend the next regular meeting or social event.

Sec. 5. Attendance.

Attendance Requirements:

THE CLUB does not have *mandatory attendance requirements*, but attendance reflects Membership class.

Dispute Resolution:

If a Member is lax in his attendance of regular meetings, then his Membership may be recommended for “involuntarily termination”. (See Sec. 6. *Termination of Membership*)

Sec. 6. Termination of Membership.

(1) Resignation:

Any Member may resign by giving written notice to any current officer.

Or

(2) Involuntary Termination:

Members may be involuntarily terminated for the following reasons:

- Lack of participation.
- Non-payment of dues.
- Gross misconduct, which could or has caused harm to the image of the THE CLUB.

ARTICLE VIII – MEMBERSHIP

Sec. 6. Termination of Membership.

(continued)

Involuntary Termination Procedure:

(1) Dispute Resolution:

The President and the Executive Committee will exhaust all opportunities with any Member in conflict before Involuntary Termination is considered. If necessary, the Executive Committee will recommend action and direct the Secretary to set a Voting Meeting.

(2) Member Response and Attendance:

The Member in conflict who is being considered for Involuntary Termination may respond to the allegations at the meeting prior to the vote. *He will not be present during the vote.*

(3) Voting Requirements:

Involuntary Termination requires a two-thirds *anonymous* vote by **all** Members and not just Members present at the Voting Meeting.

Absent Members will vote through the Membership Chair.

Absent Members have three [3] business days to vote through the Membership chair or the action will pass or fail with the tallied votes.

(4) Outcome of the Vote:

The President will advise the Member in conflict of the outcome of the vote in writing.

Sec. 7. Membership Reinstatement.

(1) Member Resignation:

When a Member voluntarily resigns from THE CLUB, the minutes shall show if he is in “good standing.” This is defined as follows:

- A “Member”
- Current with dues
- Represents THE CLUB in a positive manner.

(2) Member Reinstatement:

When a Member leaves in good standing re-applies for Membership with his profession is unchanged during his absence, and he is not in conflict with another Member’s profession, the Member is automatically reinstated. When a Member has changed professions, he must apply with the new Member procedure.

ARTICLE IX
OFFICERS / COMMITTEES

Sec. 1.

Definition.

Officers are Members only. Officers are the President, Vice President, Secretary, Treasurer, Program Chair and Social Chair.

Sec. 2.

Duties of the Officers.

President shall be responsible for but not limited to the following:

- Preside at all meetings
- Represent the organization before other organizations
- Chair the Executive Committee make to or receive from the Executive Committee recommendations to the Membership for approval.
- Keep the Members informed of Bylaw changes.

Vice President will be responsible for but not limited to the following:

- Preside at all meeting in the absence of the President.
- All other duties that may be assigned by the President, Executive Committee or the Membership.
- New Member recruitment, application, voting, of Candidates.

Secretary will be responsible for but not limited to the following:

- All records of THE CLUB including minutes of regular and special meetings.
- Distribution of agendas and minutes.
- Membership roster current.
- Notification of upcoming meetings to the Membership.

Treasurer will be responsible for but not limited to the following:

- Receiving all dues and other funds paid to THE CLUB
- Pay all obligations of THE CLUB

Previous Year's President will be responsible for but not limited to the following:

- Mentor current president.
- Resource for membership.

Club Funds:

Funds will be deposited in the official club depository, and will be disbursed on order and by the Treasurer and President, and/or Vice President.

Financial Reports:

Financial reports will be given quarterly, at the annual meeting, and as requested by the President, Executive Committee, and Membership.

ARTICLE IX -- OFFICERS / COMMITTEES

Sec. 2. **Statements:** (continued)

Prior to the end of the fiscal year a statement to each Member advising him of the dues for the upcoming fiscal year.

Delinquent Dues:

Notification to the Executive Committee of any Member delinquent over thirty (30) days on his dues.

Program Chair will be responsible for but not limited to the following:

- Plan, Coordinate, and Supervise programs and speakers
- Speakers may be Members or from outside THE CLUB.

Social Chair will be responsible for but not limited to the following:

- Plan, Recommend to the Membership, Coordinate, and Supervise all social events.
 - THE CLUB approves six (6) club-sponsored social events annually.
- “Unsanctioned” social events can be planned to support the Mission of THE CLUB.

Sec. 3. **Executive Committee.**

The **Executive Committee** will be the only permanent committee of **THE CLUB**. It will have the following responsibilities:

- Develop, formulate, and monitor the philosophy and direction of the THE CLUB.
- Budgets for Membership approval
- Annual dues for Membership approval
- The slate of officers for Membership approval.
- Tasks assigned by the President or Membership
- Dispute Resolution of Member conflicts. .

Meetings:

The Executive Committee will meet as requested by the President or the Membership.

Special Task Force Committees:

Specific, short term needs may be met by temporary Task Force Committees as recommended by the President, Executive Committee, and/or the Membership by Quorum vote.

ARTICLE IX -- OFFICERS / COMMITTEES

(continued)

Sec. 4. **Elections / Terms.**

Elections:

Officers will be elected during the annual meeting. Notice of the election will be in the minutes of the last regular meeting prior to the annual meeting.

Terms: Terms will be one (1) year commencing with the new fiscal year.

Sec. 5. **Slate of Officers.**

Succession:

The current Vice President automatically succeeds as President for the following year.

Proposed Slate:

The Vice President presents a written slate of proposed candidates to Executive Committee for approval.

Slate Profile:

One name recommended for the following offices:

Vice President, Secretary, Treasurer, Program Chair, and Social Chair.

Nominations from the floor:

At the last regular meeting preceding the annual meeting, the floor will be polled for further nominations. These names from the floor will be added to the proposed slate and then the slate of candidates will be closed.

Posting the Slate:

The slate of candidates will be in the minutes of the last regular meeting preceding the annual meeting.

Election of the Slate:

The Annual meeting is a Voting Meeting and the Officers are elected by ballot prepared by the Secretary.

Sec. 6. **Officer Vacancies.**

When an officer is unable to serve his full term, the Executive Committee will appoint a successor as quickly as possible after the office becomes vacant.

Date: Current Date