

Constitution and Bylaws
Corvallis New Business Generation
Amended November 2017

ARTICLE I
Name and Jurisdiction

Section 1 – Name of Organization

This organization shall be known as Corvallis New Business Generation, aka. Corvallis NBG

Section 2 – Jurisdiction

Jurisdiction of the organization shall embrace all members statewide.

ARTICLE II
Objectives

Section 1 – Objectives

To promote business and referrals for its membership.

ARTICLE III
Membership

Section 1 – Eligibility

- A. There shall be only one business per business category.
 - 1. A business may apply for membership for two divisions per business; however the division must be for the same business. For instance, if a person owns a painting company, they could include business and residential painting. However, if they owned a painting company and a screen printing company, they must select one of these companies to represent their business category. If the business does not provide a service directly but contracts it out, that portion of the business is not engaged in membership with NBG.
 - 2. It must be a legitimate business endeavor and must not conflict with another member's business.
 - 3. If a license is required to conduct business, a current license must be verified.

Conflict Resolution

- A. If the current member with a business category conflict is on the Executive Board, said Board member must excuse themselves from the decision-making and be replaced by an Ad-Hoc member for the final decision.
- B. A denied Applicant can ask to be placed on a Waiting List, and will be notified when the requested Category becomes available. Being on the Waiting List does not guarantee NBG membership placement in any Category.

- c. A prospective member must attend two consecutive regular meetings before submitting an application. Once Executive Board approves applicant, membership shall be awarded in the order the application(s) are received.
- D. If a business member sees a business or “personal” conflict, that conflict must be addressed to an Executive Board member by the Monday before the potential member’s third visit.
 - 1. If two parties are in conflict both must submit a formal request in writing to the Executive Board regarding the conflict. The Executive Board will make the final decision based on information from both business parties.
- E. Membership is limited to sixty (60) businesses.

Section 2 – Membership Rights

- A. Members shall have the right to object to an application of prospective members to the Executive Board.
 - 1. An Ad-Hoc member will be assigned to vote in lieu of a conflicting Board member who has a category conflict with an application.
- B. Membership Voting
 - 1. A Quorum of the total active membership, not including Honorary Members, is required to hold a vote.
 - 2. A quorum shall be comprised of 50% plus one of the active memberships, not including Honorary Members.
 - 3. A majority vote of 51% of the quorum is required to pass or fail a proposed change.
 - 4. A motion requires a second before discussion is called for.

Section 3 – Acceptance

- A. New members agree to accept and follow the rules and laws governing this organization.
- B. The integrity and purpose of being in an NBG group is to build positive relationships with fellow businesses and business owners and provide quality referrals to prospective clients to our fellow members. Should a prospective applicant already belong in another networking group, the applicant must be actively doing business in Corvallis. The applicant must be committed to referring business in Corvallis to fellow Corvallis NBG members. Should a current member decide to join another local NBG group, he/she/business is required to notify the Board, at which the Board will re-evaluate the membership. All current members involved in other NBG's are grandfathered in.

Section 4 – Termination of Membership

- A. Membership may be terminated for any of the following reasons, with an Executive Board quorum vote:
 - 1. Excessive absenteeism (see Article VI Section 4).
 - 2. Misrepresenting your business or profession on the application.
 - 3. Misconduct or unethical business organization practices.

- B. Before voting to terminate Business Member, the Executive Board must approach Business Member and allow them five days to submit written testimony/evidence in regards to Article 3 Section 4A (1, 2 and 3)
- C. If Executive Board members are unable to reach a unanimous decision regarding the termination of the Business Member, a vote will be brought before the NBG members at large.

ARTICLE IV

Dues

Section 1 – Payment

- A. Dues for all existing members shall be \$80. Dues must be paid in full on or before the first Tuesday of February.
 - 1. Dues for new members joining January through April shall be \$80
 - 2. Dues for new members joining May through August shall be \$60
 - 3. Dues for new members joining September through December shall be \$40
- B. The first Tuesday of January will mark the official beginning of the Calendar year.
 - a. Annual dues must be paid in full on or before the first Tuesday of February.
- C. Annual business schedule will be as follows:
 - 1. The Calendar year begins on January 1st, and runs through December 31st of the same calendar year.
 - 2. Attendance and business will be conducted as normal during all 12 months. (Except as noted in Article VI Section 2D)
- D. Dues are non-refundable. In the event that special circumstances arise that may require a refund, the Executive board will review the situation and determine the final outcome.

Section 2 – Change in Dues

- A. The exact nature of the proposed changes will be widely publicized to the members before a vote is taken.
- B. Reason for the change shall be clearly explained.
- C. Change in dues requires a vote of the quorum.

ARTICLE V

Accounting

Section 1 – Revenue

- A. All moneys received shall be deposited in a bank account established under Corvallis New Business Generation's or Corvallis NBG name.
- B. All accounts shall have two authorized signatures from the Executive Board; Treasurer and either President, Vice President, or Secretary.

Section 2 – Withdrawals/Expenditures

- A. One signature is required for signing any checks or withdrawal.
- B. The president can approve and sign for any purchase \$100 or less without approval from the membership.
- C. The Executive Board shall propose all expenditures or withdrawals over \$100.
- D. The proposed expenditure, recommended by the Board, shall be voted on by the membership quorum.

Section 3 – Reporting

Membership shall be given a financial report every six months; January/July

ARTICLE VI Meetings

Section 1 – Time and Place

- A. Meetings shall be held every Tuesday at 7:15am to 8:15 am unless a motion is made to extend the time.
- B. Meetings shall be held at the appointed establishment.
- C. Any offsite meetings will be announced and discussed at a prior meeting and emailed to all members so all members are aware of the change in venue.
- D. Meetings will not be held on major holidays, the Tuesday between Christmas and New Year's.
- E. Special meetings may be called by the President of the Executive Committee.

Section 2 – Order of Business

The order of business at the regular meetings shall be as follows:

- A. Opening greeting at 7:15 am
(As NBG expands its membership meeting time change may take effect)
- B. Introduction of officers in the following order:
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Treasurer
 - 5. Past President
- C. Introduction of members and guests at 7:25 am
- D. Introductions shall not exceed 30 seconds each
This is your 30 seconds to announce and promote your business.
Business announcements and marketing specials can be shared at this time.
- E. Honorable mentions will be given to those who:
 - 1. Request Honorable mention from an Executive Board member before 7:00am.
- F. Treasurer's report (*Biannual*) December and July

- G. Speaker of the day (10-15 minutes)7:50 am-8:05am
- H. Old Business 8:05 am
- I. New Business
- J. Announcements (Public & Community Announcements)
- K. Adjournment 8:15 am

Section 3 – Motions and Issues

When voting, only one idea may be conveyed per motion or issue, each item will be addressed and voted on separately.

Section 4 – Attendance

- A. A member shall attend every meeting or be represented by a proxy.
- B. In the case where the proxy is an existing Corvallis NBG member, a proxy is defined as an occasional and temporary surrogate.
- C. Any business may be represented by multiple co-workers.
- D. Members who miss four meetings in any three consecutive month time-span may forfeit their membership and their business category will become available (Except for excused absences approved by the Executive Board).
 - 1. At 3 absences, an announcement will be made to the group
 - 2. Past member may reapply for the forfeited post as long as the category has not been filled.
 - 3. Past member will be responsible for paying dues as if a new member
- E. The board of directors shall consider and vote to excuse extended leave of absence due to vacations, business travel, sabbaticals, health issues, legal issues, financial crisis as well as other critical and unavoidable matters.
- F. The board may retroactively excuse absences.
- G. Weather related issues, or conditions where schools and government buildings are closed will not count as absent. At no time does Corvallis NBG wish to risk the welfare and safety of our membership.

Section 5 – Guests

- A.
 - 1. A member shall be allowed to bring “prospective members” as guests to the meetings
 - 2. Prior to guest attendance, the host will notify a board member for approval.
- B. Guests will not have voting rights

ARTICLE VII Officers

Section 1 – Position

Officers of this organization shall be President, Vice President, Secretary, Treasurer, and Past President

- A. Officers are elected during the month of October
- B. Officers are not compensated for their service, however:

1. President, Vice President, Secretary, Treasurer, Webmaster, Social Media Manager receive 50% discount on their annual dues.

Section 2 – Vacancies

Any vacancy on the Executive Board can be filled by appointment by the President (Vice President in the case of the Presidency being vacant) and approval of the remaining Executive Board.

Section 3 – Duties of Officers

The duties of the officers shall be as follows:

President

- A. Shall convene regularly scheduled meetings and board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary, Treasurer and Past President
- B. Should be a signatory on the Corvallis NBG business checking account; however this may be delegated to another officer.
- C. Shall be the representative to outside organizations and press.
- D. Cannot place a motion before the organization; however the president does have voting rights.
- E. Is responsible for confirming the upcoming speaker at least two days prior to the meeting.

Vice President

- A. Acts on issues in place of the President and presides at weekly meetings in the President's absence.
- B. May be a signatory on the Corvallis NBG business checking account
- C. Assists the President in maintaining order at the meetings
- D. The Vice President shall act as the membership chair
- E. Contacts absentees of membership termination

Secretary

- A. Keeps updated list of all members' names, addresses, phone numbers and email addresses.
- B. May be a signatory on the Corvallis NBG business checking account
- C. Keeps minutes for each business meeting
- D. Keeps attendance
- E. Reports absence as By-Laws require, to the Vice President
- F. Keeps record of speakers and speaker schedule
- G. Keeps record of guests
- H. Maintains waiting list
- I. Handles all correspondence

- J. Delivers all required documents from each meeting to the webmaster for posting on the Corvallis NBG website, www.corvallisnbg.org . This information should be delivered within two business days of each meeting

Treasurer

- A. Receives all monies paid to the organization
- B. Is a required signatory on the Corvallis NBG business checking account
- C. Keeps accurate and true accounts of all transactions
- D. Keeps accurate records of all membership dues status
- E. Presents a Treasurer's Report to the membership at the beginning of December and July.
- F. Maintains and reviews organizational budget

Executive Board

- A. The executive committee is to preside at each meeting in the following order: President, Vice President, Secretary, Treasurer and Immediate Past President
- B. Reviews all applications for membership, approves and grants exceptions for hardships.
- C. Reviews budget presented by Treasurer in July for ensuing year and votes on same.
- D. Provides counsel and resolution to disputes and grievances among members. Any grievances will not carry over to new members. Committee in charge at the time the dispute is aired has the responsibility to resolve.
- E. Coordinates trade show(s) each year
- F. Coordinates referral development for members. Prepares expense reports for pre-approval for submission to the body for discussion and approval.
- G. One or more board members must be on any committee created
- H. Assign an Ad-Hoc member to vote on a New Member Proposal, in lieu of any Board Member who expresses a conflict of interest with the potential new member proposal

Term of Office

- A. The Executive Board members shall serve in office for a one year term; January through December.
- B. There are no term limits if a member wishes to continue in their position with nomination by the members

ARTICLE VIII

Webmaster/Social Media Manager

- A. Updates Website with new members
- B. Tracks/Monitors hosting dates
- C. Post updates/meeting reminders to Facebook

ARTICLE IX

Bylaw Revisions

Section 1 – Purpose and Objectives

The Bylaws are intended to keep all meetings on track and without dispute. They are to be used by the Executive Board and members to guide Corvallis NBG through conflicts that may arise.

Section 2 – Updates and Revisions

- A. The Bylaws will be reviewed on an annual basis during the first business meeting of the calendar New Year.
- B. Revisions/changes to the Bylaws will be presented, a motion made, seconded and discussed at the following meeting.
- C. A vote of the membership quorum shall be made prior to any changes of the Bylaws.
- D. Current Bylaws will be posted onto the Corvallis NBG website by the webmaster

ARTICLE X

Honorable Membership

Section 1 – Policy

- A. Corvallis New Business Generation may offer an Honorable Membership to a business, in exchange for venue services provided.
 - a. An Executive Board quorum vote shall be required to approve an Honorable Membership
 - b. Honorable Member is required to provide a venue with furniture and fixtures only.
- B. Weekly meeting attendance is encouraged, but optional
 - a. Absences do not affect NBG membership status
 - b. Honorable Mention given at meetings if request is made prior to each meeting
- C. Honorary Membership is not automatic and must be voted on each year, before the last Tuesday in January.