

# **Constitution & Bylaws of Tallahassee 100 Club**

**An Unincorporated Association**

**Tallahassee, Florida**

Adopted October 9, 2017

## **ARTICLE I – Name & Purpose**

### Section 1.

The Name of the Association shall be Tallahassee 100 Club, herein referred to as “Association”.

### Section 2.

It is the purpose of Tallahassee 100 Club to form an Association of persons, engaged in business and professions in the Tallahassee and Leon County area, who will aid and counsel one another with business and professional problems; create and encourage business; and promote and further the mutual interest and welfare of its members as follows:

- a) Provide a means of disseminating business information of value to its members.
- b) To be a strictly non-political organization, and to promote and foster the spirit of fellowship amongst its members and a better understanding of the services the members can and do render.
- c) To aid and assist individually and as a group in solving and discussing business problems and other needs.
- d) To foster camaraderie, trust, and knowledge amongst members through regular face to face association at business and social gatherings.

## **ARTICLE II – Meetings & Speakers**

### Section 1.

The Association shall meet the second and fourth Monday of each month at a luncheon and dinner time, respectively, and shall conduct social events at least three (3) times annually, finances permitting.

### Section 2.

The monthly meeting of the Board of Directors (“the Board”) shall be approximately one (1) week prior to the dinner meeting.

### Section 3.

The Board, in its discretion, may cancel any meeting which would interfere with holiday schedules, special events, or which would be financially prudent to so do.

Section 4.

Written notice, by regular or electronic mail, shall be given to the members in advance of all regular or special meetings, elections, and social events.

Section 5.

Speakers on topics of interest to the membership may be invited to any lunch or dinner meeting by the Board.

Section 6.

No speaker may appear before Tallahassee 100 Club to promote partisan politics or a particular religion.

Section 7.

Special Meetings may be held at the call of the President.

### **ARTICLE III - Membership**

Section 1.

Membership in the Association shall be composed of not more than 100 persons actively representing a different trade, business, occupation, or profession and being classified according to their main activity or profession. Classifications may be added or altered from time to time in the discretion of the Board of Directors, but no existing member in good standing shall be excluded from membership on account of any change in a classification by the Board of Directors.

Section 2.

Any owner, part-owner, or executive officer of a business organization, whose main activity or profession is not in competition with the main activity or profession of a member, is eligible for consideration of membership in the Association. An otherwise qualified application for membership shall not be denied by reason of any conflict between the main activity of such applicant and an incidental activity of a member.

Section 3.

Membership shall be held in the name of the person.

Section 4.

There shall be a Membership Committee, composed of five (5) members, one of whom shall be a Member of the Board of Directors who shall serve as Chairman, appointed by the President. This committee, in regard to all matters which it may deem of importance to the Association, shall investigate applicants for membership, and shall act in conformity with the provisions of these Bylaws. This Committee, in addition to the foregoing, shall consider:

- a) Whether the applicant is a "professional joiner" and if so, may therefore take very little interest in the activities and purposes of Tallahassee 100 Club, because of being so involved in other matters that such person may be able to "receive" only, rather than "give" in proportion.
- b) The applicant's standing in the community.

- c) The applicant's general reputation in the community.
- d) The applicant's general reputation for ethical conduct of his or her business.
- e) The applicant's length of time in business.

#### Section 5.

A prospective member's name may be proposed by an active member of the Association in good standing by submitting the name of the prospect to the Membership Committee in writing with sufficient information regarding the person to recommend the prospect to the attention of the Association. The Membership Committee shall consider the application, and recommend to the Board whether such should be approved or not.

- a) The Membership Chairman shall submit said proposal and the Committee recommendations to the Board of Directors together with such other data as may be advisable and available.
- b) An individual, after having been approved for membership by the Board of Directors, shall be submitted to all members of the Association in the form of a written notice.
- c) Any objection to an individual as a member shall be submitted to the President, or a member of the Board within five (5) days of the date of the notice, and objections will be considered by the Board of Directors at their next meeting.
- d) If no objections are made within five (5) days following publication of notice, the individual shall be considered approved for membership and an invitation shall be extended, with pro-rated dues owed at the time of being sworn in.
- e) An individual will not be considered a member until sworn in and taking of the Tallahassee 100 Club "Membership Pledge" at a public meeting of the membership.

#### Section 6.

A person shall be classified by the Membership Committee, subject to approval of the Board of Directors, and such membership shall be held under such classification.

#### Section 7.

There shall be only one membership allowed for each classification and no member shall apply for, or hold, more than one classification. If an applicant's classification infringes on a current member's classification, the Membership Committee will approach the current member for their input before proceeding with the application to the Board of Directors. While a member must declare a primary classification they are not prohibited from offering other services as long as no other member offers those services as his or her primary classification.

#### Section 8.

The acceptance by the Board of Directors, and membership, of an application for membership shall make it obligatory upon the part of the accepted member to fulfill and perform all requirements herein

contained and to conform to all rules and regulations, whether expressed in these Bylaws or otherwise, which have been or may from time to time be adopted by the Association.

Section 9.

Tallahassee 100 Club is a voluntary organization. Under no circumstances shall there be any pecuniary value to membership in the Association, nor shall such membership be assignable or transferable or deemed to create a vested right. No member shall acquire a vested right in and to membership in this Association. Each and every membership shall be at sufferance, Tallahassee 100 Club having the right to admit or expel such members as it deems fit and in the manner prescribed by the rules, regulations, and these Bylaws.

Section 10.

Membership in the Association shall be conditioned, amongst other things, upon the fact that no member shall have any right, right to action, or action against the Association, or any officer, director, committeeman, employee, or member of the membership of Tallahassee 100 Club as a consequence of any suspension, termination of membership or expulsion, or in consequence of any act arising from any activity of the Association.

Section 11.

Whenever the Board of Directors deems it for the best interest of the Association and its members to cancel a membership, or expel a member, and declare the classification theretofore held by the member vacant, it shall have the power to do so by a majority vote of the Board in favor of such action. However, before a membership is canceled or a member expelled, the Board shall inform the member of any and all charges or reasons for the contemplated action and allow the member reasonable time to answer and an opportunity to be heard. Upon such cancellation of membership, all right, title, interest, and privileges, if any there be, shall automatically cease.

Section 12.

A member is eligible for retired active status upon meeting the following requirements:

- a) Retired from active participation in their occupational classification.
- b) Having been an active member in good standing of Tallahassee 100 Club for a period of not less than five (5) years prior thereto.
- c) Being over the age of 70.

Any member meeting these requirements may request in writing to the Board of Directors this change of status. The Board shall act upon this request at the next regular Board meeting. Upon change of status, the occupational classification shall then be open to a new member. A retired status member shall pay regular dues; provided that if such member, at the time of change in status, had been a member in good standing for more than 20 years, the basic dues shall be set at a reduced rate to be determined by the Board of Directors. A retired member has no attendance requirements and shall be eligible to vote and hold office. A retired member's membership shall not count against the 100 member limit.

Section 13.

A member, who is no longer able to meet the attendance requirements of the Club and has been a member in good standing for at least five (5) years prior thereto, shall be eligible for Sustaining Membership. A Sustaining Member will not block the category they held at the time they became a Sustaining Member, or any other category. They must attend a minimum of four (4) meetings each year and maintain their dues as regular members must. Sustaining Membership status shall be subject to approval by the Board of Directors upon written application of the member. A former member of at least five (5) years who left in good standing may apply for this classification provided that such former member does not then actively participate in any main occupation conflicting with that of another member. A Sustaining Member shall not be eligible to vote or hold office nor shall membership count against the 100 member limit.

**ARTICLE IV – Member Representation & Responsibilities**

Section 1.

All memberships shall be represented by a member, and all membership privileges shall be exercised by the member.

Section 2.

Only owners, part-owners, or executive officers of businesses represented shall be eligible to serve as members.

Section 3.

An additional member of a member's business shall also be eligible for membership upon meeting all the requirements for such, the same as the original member, and shall pay the same amount of dues as a regular member. Attendance requirements shall be measured collectively in such circumstance, but only one vote may be exercised in such case.

- a) In no case, however, shall such additional member from a member's business be admitted unless such person is recognized as having authority next to the original member.
- b) The acceptance by Tallahassee 100 Club of such additional member shall automatically place upon that person the same responsibility to Tallahassee100 Club as the original member, and shall grant such person all privileges extended the member except as limited herein.

**ARTICLE V – Attendance, Member Referrals, Mentoring, Confidentiality**

Section 1.

Members, or the additional member from Member's business, shall attend each and every regular meeting of Tallahassee 100 Club with the exception of Retired or Sustaining Members as noted in Article III. This provision shall be strictly observed by the Association, and is accepted by each and every member as an obligation and condition of continued active membership. A member may be expelled from membership for four absences in any quarter, additionally, the Board may, but shall not be compelled or

obligated, place a member on Sustaining Membership status in lieu of expelling that member for failure to meet the Association meeting attendance requirements.

Section 2.

Members shall give a trade talk on their business when called upon.

Section 3.

Members shall familiarize themselves with the business interests of fellow members to the extent that they will recognize opportunities for helping fellow members in a business way.

Section 4.

Members shall handle all business leads and recommendations reported to them in such a thorough business manner that it will reflect credit on the member recommending their products and services, as well as on the membership of Tallahassee 100 Club.

Section 5.

Whenever there is an opportunity to do so, members shall recommend at all times the services and products of their fellow members to all friends and business associates.

Section 6.

Members shall always give fellow members every possible preference in business transactions, other things being equal, and subject to legitimate demands of policy with respect to established business connections.

Section 7.

Every effort shall be made to assist individual members in handling the solution of their problems.

Section 8.

The Association and member's confidential business shall be treated as such.

**ARTICLE VI – Application Fees, Annual Dues, Expenditures and Cost Assessments**

Section 1.

The Membership application fee, which shall be non-refundable unless the applicant is rejected due to the category being already filled, shall be the greater of sixty (\$60.00) dollars or the amount as then established by the Board of Directors; payment for this amount shall be remitted with the application of the person being considered for membership.

Section 2.

Each member shall pay dues and other charges as designated by the Board of Directors. Dues are non-refundable. Notice of resignation from the Club should be given to the Board of Directors by February 28th of the current year. If notice is not tendered by this date, dues for the year are expected to be paid and are non-refundable. Resignations occurring mid-year will also forfeit dues. Discretion on refund of dues based upon unforeseen circumstances is maintained by the Board.

Section 3.

Any member who is in arrears for thirty (30) days for any dues or costs incurred by them shall be notified in writing of the delinquency and if such member fails to pay the delinquency within thirty (30) days thereafter, without justification of good cause, such person shall be expelled from the membership. Expulsion of a member for that member's failure to pay required dues or other costs incurred by them, after 30 days written notice to the member of such delinquency, shall be automatic and not require a vote of the Board of Directors, nor any hearing.

Section 4.

Except for any costs incurred by a member as provided for by these Bylaws, there shall be no other fees, dues, charges, assessments or penalties imposed upon members, except for those dues and charges established annually by the Board of Directors, without a two-thirds vote of approval by the membership of the Association.

Section 5.

The Board of Directors shall have the power to raise or reduce the amount of the annual dues, and to determine any appropriate incurred costs to be assessed to a member.

Section 6.

Except for token commemorative gifts to guest speakers and recognition plaques, certificates or the like expressing appreciation to a member for service to the Association, there shall be no donations, memorials, gifts or presents made by the Association.

Exception: In the event of death of a member, the Board may spend a maximum amount up to one fourth of the member's annual membership dues to provide flowers, or other appropriate provisions as an honorary tribute to the member.

Section 7.

The dues assessed to the members shall cover the Association's administrative expenses and all costs of the food, drink, and entertainment provided at such meetings and social events, which shall be held at locations designated by the Board of Directors, subject to the following limitations:.

- a) It is encouraged that all members promote the Association by introducing prospective members to the membership by inviting them to regular meetings or social events, other than the annual installation banquet.
- b) Annual installation banquet: This shall be reserved to the member and one individual guest (non-prospective member). The cost of such guest meal and drinks will be borne by the Association; the costs of any additional meals and drinks will be assessed to the member.
- c) Lunch or Dinner Meetings: A member may bring prospective members. The cost of such prospective member(s) meals and drinks will be borne by the Association. A member may bring guests (non-prospective members) but shall be assessed for the meal and drink costs for such person(s).
- d) Social Events: A member may bring one individual guest (non-prospective member), and any number of prospective members along with their individual guest, at the cost of the Association. A member shall pay the expenses of any additional persons such member may bring.

- e) Other Meetings or Events: A member shall not bring a guest of any type without prior consent of the Board of Directors. A cost for bringing an approved guest may or may not be assessed by the Board depending upon the circumstances.
- f) At any event or meeting the Board may vote to invite a "Guest of the Board" and such cost will be borne by the Association. A majority vote in favor of the "Guest" is required with a quorum of the Board voting.

Section 8.

Members shall not invite the same prospective member(s) twice in any two (2) month period.

**ARTICLE VII – Board of Directors**

Section 1.

The management of the affairs of the Association shall be vested in a Board of Directors consisting of eleven (11) members, which shall include the officers and six (6) elected directors and the immediate past President who will serve one year as an additional Director.

Section 2.

The Directors shall serve a term of two (2) years.

Section 3.

The Officers of Tallahassee 100 Club shall be a President, Vice-President, Secretary, and a Treasurer.

Section 4.

The President shall be executive and administrative officer of the Association, and shall preside at all meetings of the Association and its Board, and shall perform such other duties as the Board of Directors may prescribe.

Section 5.

The Vice-President shall assist the President in the performance of the Presidential duties, perform the duties of the President in the absence of the President and perform other duties as the Board of Directors may prescribe.

Section 6.

The Secretary shall record the minutes of all meetings of the Board and maintain attendance records of the members at all meetings of the membership. Minutes shall be signed by the presiding officer after the minutes are approved. The Secretary shall have charge of the general correspondence of the organization and shall have authorization to sign all notices as approved by the Board. The Secretary shall notify members of their election to office, shall, in coordination with the Treasurer, make a complete and correct report and index of the members in good standing, and at the expiration of the term of office, turn over to the successor all records of the organization and make a receipt thereof. The Secretary shall notify the members of each meeting and of the Board meetings.



Section 7.

The Treasurer shall be charged with the custody of the funds of the Association and shall sign all checks, drafts of orders of disbursement of monies belonging to the Association; shall timely bill the members for dues and keep records thereof in coordination with the member rolls maintained by the Secretary, and receive and care for all funds in the name of the Association in banks or other financial institutions; and shall generally perform the duties pertaining to the office of Treasurer.

## **ARTICLE VIII - Elections**

Section 1.

All officers and directors must be members in good standing of the Association. No member may be elected to the office of President without first having served as a member of the Board of Directors.

Section 2.

Any open position for officers and directors of Tallahassee 100 Club shall be elected by the membership annually at the first meeting in December of each year and elected positions shall take office immediately upon being sworn in at the installation banquet.

Section 3.

The outgoing President shall automatically be a member of the Board of Directors for the next twelve months after the termination of the term.

Section 4.

No member holding the office of President or Vice-President shall be eligible, in consecutive years, to succeed themselves in the same office regardless of their term.

Section 5.

No member and additional member from the same business shall serve on the Board of Directors at the same time.

Section 6.

A director who has served two (2) consecutive terms must rotate off one (1) year before serving as a director again.

Exception: Due to the technical nature of the position and the desire of consistency, the officer positions of Treasurer and Secretary are eligible for consecutive terms by a majority vote of the membership at each election cycle. These positions are for one year renewable terms and must be voted upon each year.

Section 7.

All vacancies on the Board of Directors shall be filled for the remainder of the term as follows:

- The office of President shall be filled by the Vice-President.
- Other vacant officer positions will be filled, by a Director, for the remainder of the term by a majority vote of the remaining Directors within thirty (30) days after the vacancy occurs.

- The Board will propose a member in good standing to fill other vacant Director positions. This will be voted upon by the membership at the first regular meeting within thirty (30) days after the vacancy occurs.

Section 8.

All contested elections shall be by secret ballot.

Section 9.

Not less than four (4) weeks before each annual election the President shall appoint a nominating committee of five (5) members in good standing, whose duties shall be to present a slate of officers and directors to fill open positions for annual election at the first meeting of December. This slate shall be communicated in writing to the membership prior to the meeting in December.

Section 10.

Nominations shall be permitted from the floor for open positions at the December luncheon election meeting. All floor nominations will be considered by the Board and any such nominee(s) will be verified to be in good standing and eligible for Board appointment. If, after verification, the proposed slate exceeds the eleven member Board limit, a runoff will ensue for the open positions. The runoff election shall occur at the next regular business meeting of the membership. The tally will be counted and the nominees with the most votes will become new Board members. Any voting tie will be referred to the officers of the Board of Directors for final decision.

Section 11.

Only active members (not Sustaining Members) in good standing are entitled to vote and hold office.

## **ARTICLE IX - Definitions**

Section 1.

Throughout these Bylaws certain terms are used and are defined as such:

- a) **Good Standing**: A member who is current on dues which cover a 12 month period and is not in violation of any governing rules, most notably attendance.
  - i. A member who is not in good standing is not eligible to vote or sit on the Board of Directors. A member not in good standing may have all rights of membership suspended and may be expelled from the Association in accordance with these Bylaws.
  
- b) **Executive Officer**: A person holding a senior management position in an organization and is one that has full authority to bind such organization in all financial matters.
  - i. It is the intent that only those persons in a senior capacity be considered as members.

## **ARTICLE X – Miscellaneous Provisions**

### Section 1.

A quorum for the transaction of business of all meetings of the membership and of the Board of Directors, shall be 51% of the members eligible to vote if all had been present.

### Section 2.

There shall be no participation in, endorsement of, or resolution offered in connection with any political or public activity.

### Section 3.

Robert's Rules of Order shall apply wherever questions of operation and procedure are not covered by these Bylaws.

### Section 4.

No Officer, Director, Employee, Committee, or Member shall incur any debt in behalf of Tallahassee 100 Club, or in any way render it liable, unless by authority of the Board of Directors in accordance with these Bylaws, or by proper action of the Membership in regular session.

### Section 5.

The fiscal year of Tallahassee 100 Club shall begin on the first day of January, and terminate on the last day of December of each year.

### Section 6.

These Bylaws may be amended at any regular meeting of the membership by a majority vote in favor of such amendment, provided that a copy of the same has been provided to the members at least seven (7) days before the meeting at which same is considered.