

BY LAWS

GILBERT CONNECTION, LLC

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Article I. Objectives

Section 1.01 The objectives of this organization shall be to

- (a) institute and maintain a method of collecting, recording and exchanging business information for and between its members**
- (b) encourage local trade expansion for the benefit of its members**
- (c) provide for the display, sale or publicity of the goods, property or services handled by its members**
- (d) create and encourage business methods in order to better the efficiency and service of the business of its members**
- (e) develop and carry on such activities as shall be found to best promote the welfare of its members and effect the purposes for which the organization is formed**
- (f) encourage business and professional development and education within the community as a whole.**

Article II. Membership

Section 2.01 Classification: There shall be a classification of members according to business, trade, occupation, license or specialty.

Section 2.02 New Members: Upon payment of the required fees, the proposed member and the Secretary shall publish said member's name in the next bulletin, or announce it at the next meeting. Until acceptance of membership and payment of fees the Board can revoke its approval and invitation. A copy of these by-laws shall be given to the prospective member at the time the invitation is extended.

Section 2.03 Acceptance: Payment of the prescribed admission fee, which must be made at the time of induction, constitutes acceptance and the willingness of the member to conform to all rules of the organization, whether expressed in the by-laws or otherwise, which have been or may be, from time to time, adopted by the organization or its Board of Directors.

Section 2.04 Classification: Neither prospect, nor member of the organization shall apply for or hold more than one classification.

Section 2.05 Change: A member may request a change in classification provided the member makes application for such change in writing. Such request for classification change shall be treated the same as for new membership except that no membership fee, nor three-meeting waiting period shall be required. In the event that a member ceases his commercial or employment relationship, he may remain a member not to exceed 60 days while seeking another position. The member's classification of membership becomes open at the end of 60 days.

Section 2.06 Identification of Members: Membership is restricted to individual persons representing one (1) and only one (1) company within their classification. The members are determined solely by the Board of Directors. No organization can acquire any interest in a membership.

Section 2.07 Alternate Member: An alternate member may be assigned to take the place of a member, in the members' absence, for a period of not more than 3 meetings per quarter. Any more than 3 will result in the member being subject to the absence rules. The member must present the name and profile of the alternate member, to the board of directors in writing. The alternate member must be approved by the board of directors.

Article III. Admission Fees and Dues

Section 3.01 Admission fees shall be fixed by the Board and shall be payable at the acceptance of membership. Dues shall be fixed by the Board which shall also determine the advance billing periods and dates. All quarterly/monthly dues are due and payable on the first day of the quarter or month.

(a) Application or Admission Fee is \$30 non refundable.

(b) Membership Dues Quarterly are \$80 non refundable.

Section 3.02 Delinquents: Any member who fails to pay dues and other organization expenses within thirty (30) days of the due date shall be delinquent and shall be so advised by the Treasurer. Failure to remove the delinquency within fifteen (15) days thereafter is grounds for suspension and the member shall be so notified. Membership may be terminated by Board action. When a member is terminated, notice shall be given in writing, together with a closing statement of the remaining balance due. Members hereby promise to pay the charges levied pursuant to their membership.

Article IV. Board of Directors

Section 4.01 The control and management of this organization shall be vested in a Board of Directors consisting of not less than four members. All members of the Board of Directors shall be elected by vote of the membership at large and their terms shall be for not more than twelve (12) months. Any vacancies occurring on the Board during the member's normal term shall be filled by the majority vote of the Board and the appointment shall be for the remaining term. A majority of members of the Board shall constitute a quorum and, at any meeting, they shall have the power to act. The Board shall hold regular meetings as the interest of the organization shall require. Special meetings shall be called by the President or at the request of two or more directors or at the request of one-fifth of the membership by reasonable notice to each director.

Article V. Officers

Section 5.01 There shall be a President, Vice President, Treasurer, and Past President.

Section 5.02 All officers shall be members of the Board of Directors. They shall be elected, by the majority of the Board, at a meeting immediately following the annual elections. They shall serve for a term no longer than one year and hold office until their successors are duly elected and qualified. However, they shall not hold office for more than two consecutive terms, nor shall any person hold more than one office. The immediate past president shall automatically be one of the Board members without standing for election.

Section 5.03 Duties

- (a)** The President shall preside at all meetings and board meetings, appoint all committees and shall vote on all matters.
- (b)** The Vice President shall, in the absence of the President, have all the powers and perform all the duties of the President.
- (c)** The Treasurer shall collect all moneys and keep accurate records and shall be responsible for verification at regular intervals of all financial transactions or the organization at least quarterly.

(d) The Secretary shall keep full and accurate minutes of all meetings of the membership and Board of Directors; keep accurate records of all correspondence; preserve and maintain a correct roll of members; Be the custodian of such records and property as may be entrusted to him/her; distribute to the members, in effective form and manner, pertinent information from the previous meetings of the Board and of the membership; Perform such duties as may be required by the president under the authority of the Board of the by-laws; write and distribute the club newsletter, if any.

Article VI. Meetings and Quorums

Section 6.01 Regular meetings of the membership shall be held on the 2nd and 4th Wednesday of each month, except holidays, at 12:00pm. The Board may cancel a regular meeting at any time. One-third of the existing membership being present and in good standing, as stated in Article II, shall constitute a quorum at any meeting. Reasonable notice of meetings shall be communicated to the membership by the organization's officers in the event they are different than as stated herein.

Article VII. Elections and Installation

Section 7.01 All prospective officers must be in good standing as stated in Article II. All officers shall hold their respective offices for a period of no more than one year with elections to be held at the elected term. Nominations and the election of the new Board shall be held on this last Wednesday of the Term. All elections for board members shall be by cumulative voting. The new officers and board members shall be installed on the following meeting.

Article VIII. Attendance & Participation

Section 8.01 In order to meet the objectives of ARTICLE I. Objectives, regular attendance by all members is necessary. Three absences in any quarter by a member shall be cause for the Board to terminate that member's membership. If a member is consistently late this may be cause for termination. All Members need to arrive prior to the 12:15pm time frame for each meeting.

Article IX. Dispute, Resolution, Grievance Procedures and Remedies

Section 9.01 Attendance, violation of confidentiality, and dues matters are reserved to the Board. This article applies to issues, questions and disputes between members which relate to behavioral and financial issues connected to Gilbert Connections, its members, and business referrals. All other significant issues involving the objectives (Article I) not otherwise reserved directly to the Board are included within the scope of this article. Utilization of procedures herein is available only to current Gilbert Connection members.

Section 9.02 The procedures and remedies described herein are cumulative in that they are in addition to any other legal, equitable, social, or personal remedies available to an aggrieved member. All matters contained in this article are confidential and may solely be divulged to members or non-members when and if provided for herein.

Section 9.03 Dispute Resolution: Gilbert Connections encourages and recommends parties exercise extensive personal efforts to resolve disputes before resorting to the procedures set forth herein. The complainant may select informal, formal or both procedures in any chronological order or simultaneously.

- (a) Informal - This is an entirely verbal procedure, which is commenced by the complainant discreetly asking the intervention and mediation of the President. Beyond the parties directly involved and the President no one is to become aware of the utilization of this procedure.
- (b) Formal - Convening of the Grievance Committee can only occur upon compliance with one of the following paths:
 - (i) *Without any requirement that the complainant has attempted to personally resolve the dispute, a written, signed complaint is delivered to the President. No copy of this is provided to anyone; the original is retained by the President until such time as a total of three such complaints against the same person have been received. The President shall at that time inform the Grievance Committee and receive direction there from*
 - (ii) *Wherein three (3) members deliver a joint written, signed complaint to the President without having attempted to resolve the dispute with the subject party*

(c) Alternative Procedure

- (i) Wherein a member gives the President a written, signed complaint after individually attempting to resolve the conflict unsuccessfully*
- (ii) Procedure: Alphabetical rotation selects the grievance committee membership quarterly. Compliance with the complaint procedure above will cause the President to deliver a copy of the documents to the Committee and the defendant member.*
- (iii) Remedy: The Grievance Committee may make any determination however creative it deems suitable. Compliance with the determination will be a condition of continued membership. The committee will relay its determination to the Board of Directors, which in turn will inform the complainant and the defendant. THERE IS NO APPEAL.*