

**BYLAWS  
OF  
FRIENDS IN BUSINESS OF LAKE WYLIE INC.**

**ARTICLE 1  
PRINCIPLE OFFICE AND REGISTERED AGENT**

1. PRINCIPLE OFFICE. The principle office of Friends in Business of Lake Wylie Inc., a South Carolina Corporation (“the association”), shall be in York County, South Carolina in the care of the offices of Bordeaux & Bordeaux, CPAs, PA, until such time as permanent offices are desired or obtained, or a change in the treasurer position and registered office is decided through association vote.
  - a. Registered Offices and Registered Agent. The association shall have and continuously maintain a registered office in the State of South Carolina appointed by the board of directors.
  - b. Registered Agent. The board of directors of the association shall appoint and continuously maintain in service a registered agent for the association in the State of South Carolina, who shall be an individual resident of the state, or a corporation, whether for profit or not for profit.

**ARTICLE 2  
DIRECTORS AND OFFICERS**

2. DIRECTORS. The governing board of the association shall be referred to as the Board of Directors. With the exception of the treasurer position, the initial board of directors of the association shall be elected by popular vote of the association members subsequent to the incorporation of the association under the laws of the state of South Carolina. No more than five (5), and in no event less than three (3) officers shall be elected, consisting at a minimum of the following below-defined offices. The directors shall have general charge of the affairs, property and assets of the association and shall be charged with carrying out the aims and purposes of the association, and, to this end, to manage and control the association’s property and assets, if any, subject to the provisions in Article 5 of these bylaws.
  - a. Principle Officers. Principle officers of the association shall include the president, vice president, secretary, and the non-elected appointed position of treasurer. The office of the treasurer shall also be designated as the registered agent of the association.
    1. President. The association shall elect a president by popular vote of all group membership who shall serve a term of no less than twelve (12) months, and no more than twenty four (24) months.
      - a. Duties of President. The president of the association shall be charged with running each meeting of the association according to the policies and guidelines adopted by the association as the whole. Further duties of the president shall include but not be limited to:
        1. Appointment of officers of the group from membership who are not directors of the association but charged with assisting the board of directors with ministerial functions and operations. Such offices may include: Selecting two (2) members to serve as visitor host for a commitment of six (6) months.
      - b. Manage Officers. Making certain that the vice president and secretary committee keep accurate records and reports regarding referrals and member absences.

- c. Audit functions. The president shall work in conjunction with the vice president to facilitate and procure an annual inspection of the books of the corporation as held by the treasurer, and shall communicate the results of the inspection to the membership of the group at large at the following association meeting.
2. Vice President. The vice president of the association shall be charged with assisting the president and serving as association leader in the president's absence and serving as chair person of the membership committee.
  - a. Duties of the Vice President. In addition to assisting the President, the vice president's responsibilities shall include but not be limited to:
    1. Verifying Referrals. The vice president in coordination with the secretary and membership committee shall keep records on the number of referrals passed at each weekly meeting.
    2. Inspection Functions. The vice president shall work in conjunction with the president to facilitate and procure an annual inspection of the books of the corporation as held by the treasurer, and shall communicate the results of the inspection to the membership of the group at large at the following association meeting.
3. Secretary. The secretary shall be charged with keeping minutes of each weekly meeting and shall serve the association with the assistance of the membership committee.
  1. Maintaining Membership Roster. The secretary shall be charged with maintaining the membership roster and verifying attendance of all group members at each weekly meeting.
  2. Verifying Referrals. The secretary and membership committee shall keep records on the number of referrals passed at each weekly meeting in conjunction with the vice president of the association.
  3. Minutes of Meeting. Minutes of the meeting to be prepared and distributed to all members.
4. Treasurer. The treasurer of the association shall be appointed by the board of directors of the group and shall serve at will. In the event that the treasurer can no longer serve or shall desire to serve, the board of directors has the authority to nominate another member to become treasurer.
  1. Registered agent. The treasurer of the association shall serve as the initial registered agent of the group upon formal incorporation as a business entity.
  2. Bookkeeping. The treasurer is responsible for keeping the business records and financial accounts of the association and reports directly to the president of the association.

ARTICLE 3  
TERMS OF OFFICERS

3. TERMS. The annual meeting of the Board of Directors of the association shall be held in conjunction with the annual meeting of membership and shall occur in the sixth (6<sup>th</sup>) month of the physical calendar year of the group. The fiscal calendar year of the association shall begin January 1<sup>st</sup> of each year and end on December 31<sup>st</sup> of each year.
- a. Each member of the board of directors shall serve at minimum a term of twelve (12) consecutive months after being elected. Members may not serve more than two (2) full twelve (12) month consecutive terms in the same office on the board of directors.
  - b. Expiration of terms. All terms of any member elected to the Board of Directors shall expire at the regularly scheduled annually meeting unless otherwise agreed upon.

ARTICLE 4  
ELECTIONS

4. ELECTIONS. Directors shall be elected by the association membership at annual intervals.
- a. Majority Vote. Elections of officers to the board of directors shall be determined by a secret ballot of the majority vote of association members, whether in person or by proxy vote, at the annual meetings called for the purpose of elections pursuant to paragraph 4 above.

ARTICLE 5  
INFORMAL ACTIONS BY THE BOARD OF DIRECTORS

5. INFORMAL ACTION BY OFFICERS AND BOARD.
- a. No informal action involving association funds without vote. There shall be no informal action by the board of directors, and all group actions involving association funds. Funds in excess of \$300.00 (three hundred dollars) shall be subject to a majority group of association membership present at any given meeting where a majority of the membership is present.
  - b. Ministerial functions of officers in matters of less than \$300.00. The officers on the board of directors may exercise discretion in association operation necessary to carry out the means and objectives of the group without vote of the association membership in matters involving \$300.00 or less of association funds.

ARTICLE 6  
REGULAR MEETINGS

6. Place of Meetings. Meeting locations shall be determined by consensus of the group. The Board of Directors of the group may designate any place within the general market area of the chapter where the group shall maintain its principle meeting location for any weekly, annual or special meeting.
- a. Absences and "Cover" Representation. Attendance is required and to be strictly observed. Association members should attempt to have a person represent them at the association meetings where they will be absent. While it is allowable for association members to cover for one another in the event of absence, group members are encouraged to provide a replacement from their own place of business if they know they will be absent in any given meeting.
  - b. Regular Meeting of Directors Only. At least one (1) board of directors meeting shall be held per quarter, unless waived by the board of directors.

ARTICLE 7  
CODE OF ETHICS

7. Code of Ethics Applicable to All Association Members. Members who join Friends in Business, upon acceptance, agree to be bound by the following Code of Ethics during the time that they participate in the association:

a. Written application. Association candidates shall apply to Friends in Business by written application and pay the required membership fee and shall sign an acknowledgement agreeing to be bound by the following code of ethics:

1. Agency Prohibited. No association member shall at any time or under any circumstances intimate or misrepresent him/her self to be an agent of another association member nor shall the member warrant or guarantee the advice or services of any other member to referrals.
2. Quality of Services. Association members shall provide the quality of services at the prices they have quoted.
3. Truthfulness—Duty of Good Faith and Fair Dealing. Association members shall be truthful with association membership and member referrals and shall act in good faith to each association member in passing quality referrals.
4. Goodwill. Association members agree to build goodwill and trust among referrals and potential clientele for each association member in good standing and shall display a positive and supportive attitude.
5. Diligence and Responsibility. Association members agree to take responsibility for following up and contacting referrals, where applicable, that they receive from other association members and in exercising diligence in following up with the referral and in building goodwill for the associate member making the referrals.
- 6 Professional Ethics. Association members shall live up to and abide by the professional standards of ethics for their respective profession.

ARTICLE 8  
GRIEVANCE PROCEDURES

8. Intra-Group Grievance Procedure. To resolve any internal conflict or dispute among association members and to preserve goodwill of the association and its membership as a whole, the following procedures shall apply, be applicable and binding upon all members of the association:

a. Member to Member Resolution. Association members having a conflict are first required to resolve their disagreement among themselves in private without first consulting or involving other group members. If the dispute cannot be resolved by this method, the following procedure shall be observed and shall be binding on group members:

1. Written Complaint. The member(s) having a grievance against another association member not resolved through paragraph (a) above shall file a written complaint with the membership committee detailing their respective problem and positions pertinent to the dispute.

2. Meeting. Within fifteen (15) days the membership committee and secretary of the group shall schedule a meeting with the association members having the dispute to resolve the matter through negotiation.
3. Findings by Committee. Should negotiation under paragraph (2) above fail, then written findings shall be provided by the secretary and membership committee to the board of directors for final resolution, which shall be binding upon the parties involved in the grievance.

ARTICLE 9  
NOTIFICATIONS TO ASSOCIATION MEMBERSHIP

9. Written Notices. All official notices regarding suspension or termination of any members shall be in writing.
  - a. President. The presiding officer of the group shall communicate by announcement any notice to association members at regularly called meetings of the group which shall be recorded in the group meetings.
  - b. Treasurer. The treasurer shall distribute invoices and financial notifications to members.

ARTICLE 10  
EXPULSION FROM ASSOCIATION MEMBERSHIP

10. Removal from Association Membership—Reasons. Association members may be expelled by the group for reasons including but not limited to the following reasons and under the following procedures:
  - a. Excessive unexcused absences. Any member of the association who shall miss more than four (4) absences in any one given quarter of the year may be subject to suspension or expulsion.
  - b. Non-payment of dues and assessments. The association shall have annual dues as specified by the current schedule of dues, due within two consecutive business meetings of association members being invoiced for dues. Association members shall also be responsible for prompt payment of assessments for meeting expenses within ten (10) days of being invoiced for the same. Payment of all fees and dues are considered past due ten (10) days after the date of invoice. Any member with “past due” balances is considered automatically suspended from voting and/or benefits of the group i.e. advertising, printing, website, outside events, etc.
  - c. Unprofessional or Unethical Conduct. If any association member violates the Code of Ethics of this association, they are subject to expulsion from the association by a vote of two thirds (2/3) of members present in any given meeting.
  - d. Written Notice for Non-Compliance and Right to Cure. Members not in compliance with these bylaws shall receive written notification from the Board of Directors and shall have a period of ten (10) days to cure the association member’s default.

ARTICLE 11  
QUORUM REQUIREMENTS AND VOTING PRIVILEGES

11. Quorum and Voting.

- a. Quorum. A quorum of members present shall consist of one half (1/2) of group membership present at any given meeting. In the absence of a quorum, the presiding officer may dismiss or continue the meeting at his option.
- b. Voting. Only members who fully paid their dues and are in good standing with the association shall be entitled to voting privileges. Each association member carries one (1) vote.
  - 1. Proxy voting. If an association member shall be absent during a vote, the member may, in writing only, present their vote to the group for count by another member who shall be charged with presenting the proxy to the Board of Directors in any regular meeting.

ARTICLE 12  
ADOPTION AND AMENDMENT OF ASSOCIATION BYLAWS

Date: \_\_\_\_\_

President: \_\_\_\_\_

Vice President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Treasurer: \_\_\_\_\_