

# DALLAS BUSINESS ASSOCIATION, INC.

## CONSTITUTION AND BYLAWS AS AMENDED AND REVISED

ADOPTED BY THE MEMBERSHIP  
AT A REGULAR MEETING ON  
APRIL 10, 2001

**CONSTITUTION OF THE  
DALLAS BUSINESS ASSOCIATION, INC.**

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DALLAS BUSINESS ASSOCIATION, INC.**

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**CONSTITUTION  
OF  
DALLAS BUSINESS ASSOCIATION, INC.**

**ARTICLE 1  
NAME**

1. The name of this organization shall be the DALLAS BUSINESS ASSOCIATION, INC.
2. The office shall be at the business address of the Executive Director.

**ARTICLE 2  
PURPOSES**

The purposes of this ASSOCIATION are:

1. To institute and maintain a method of exchanging and interchanging business information between its Members.
2. To create a practical means of bringing its Members in touch with prospective business.
3. To encourage trade expansion for the benefit of its Members.
4. To acquaint its Members with the products and services which they have to offer.
5. To promote a better acquaintance and closer association between its Members and provide ideas and opportunities to increase profits for each Member.
6. To promote such other purposes as may be adopted in proper form and manner, provided that this ASSOCIATION shall not participate as such in any civic, political, religious or charitable affair.

**ARTICLE 3  
OFFICERS**

1. The Officers of the ASSOCIATION together with their terms of office shall be as provided in the Bylaws.

**ARTICLE 4**  
**MEMBERS**  
**QUALIFICATIONS AND ADMISSION**

1. Membership in this ASSOCIATION shall be limited to businesses controlled by adult persons of good character and business reputation.

2. All memberships shall be represented by an owner, partner or officer. The requirement that all memberships be represented by an owner, partner or officer may, upon application, be waived by the Board of Directors with the concurrence of the Membership Committee. Moreover, the Board of Directors may, in the case of such a waiver, impose new or different membership requirements as a condition for the waiver.

3. Each Member upon application to and approval by the Board of Directors may have an alternate (and in rare circumstances two). An alternate need not be an owner, partner or officer provided that such alternate is approved by the Membership Committee and also approved by the Board of Directors. An alternate may represent the Member in the absence of the Member.

4. Membership shall be limited to one for each business category as established by the Board of Directors.

5. Any initiation fees and dues required by the Board of Directors must be received by the Treasurer before the applicant becomes a Member.

**ARTICLE 5**  
**AMENDMENTS**

1. This Constitution may be amended, altered or a new Constitution adopted at any regular meeting of this ASSOCIATION by the affirmative vote of two-thirds of the Members actually present at said meeting, provided that a quorum be present. A copy of any such amendment, alteration or new Constitution so adopted shall be mailed to each Member as soon as is practical.

**BYLAWS OF THE  
DALLAS BUSINESS ASSOCIATION, INC.**

**SECTION I-A  
BOARD OF DIRECTORS**

1. Number, Term and Election. The Board of Directors shall consist of not less than seven (7) Members. Six Directors shall be elected for a term of one year or until their successors are chosen and qualified. The immediate past President shall serve an additional six-month term. The election of three Directors each shall be held at the regular meeting two weeks before the last meeting in June and December of each year, and the Secretary shall at least ten (10) days preceding said election notify the Members of this ASSOCIATION by mail of the nominees and the date the election will be held.

2. Nominating Committee. The President shall, at least thirty (30) days preceding said election of the Directors, appoint a Nominating Committee. The Nominating Committee shall be chaired by the immediate Past President and composed of not less than five Members of the ASSOCIATION, two of the said five appointees to be selected from any of the former Presidents of the ASSOCIATION. Such appointment shall be announced at a regular meeting of the ASSOCIATION at least twenty (20) days preceding the time of said election and Nominating Committee so appointed shall present nominations at the regular meeting to be held at least one week preceding the time of said election of Directors. Seven (7) nominations shall be presented for the elections, and the three (3) Members receiving the largest number of votes by secret ballot shall be elected Directors. The nominations shall be selected from the general membership of the ASSOCIATION.

3. Voting. No Member shall be eligible to vote at such election who has failed to pay dues for the month preceding the date of said election.

4. Authority. The Board of Directors shall have general charge of the affairs, funds and properties of the ASSOCIATION, and shall have the full power to carry out the purposes of the ASSOCIATION according to its Constitution and Bylaws.

5. Election of Officers. The newly elected Directors shall meet with the outgoing Directors at the next scheduled Board Meeting after their election in June and in December each year and elect from their number the Officers of the ASSOCIATION (Section I-B) to serve for a term of six months or until their respective successors shall have been duly elected and qualified. The outgoing President, Vice President, or Treasurer, or in their absence, the Executive Director shall preside at this meeting. There shall be two nominations for each office beginning first with the President, then Vice President, Secretary and Treasurer. Voting will be by secret ballot for each officer separately. Officers shall be voted on by the newly elected, continuing and outgoing Board Members.

6. Special Meetings. A meeting of the Board of Directors may be held at any time or place upon the call of the President or upon the call of five Members of the Board of Directors.

7. Minutes. The Board of Directors shall keep a record of all its official acts and present a report of same to the membership upon the expiration of each term.

8. Vacancies. The Board of Directors shall have full power to fill any vacancies on the Board or any other office or position in the ASSOCIATION by a majority vote of the Board. Persons appointed to fill such vacancies shall serve until the next regular election of the ASSOCIATION.

9. Appoint Executive Director. The Board of Directors shall have the power to appoint an Executive Director for the ASSOCIATION, to be paid such fee and reimbursed such expenses as may be fixed and determined by the Board of Directors.

10. Supervise Committees. In addition to other duties within its powers, it shall be the duty and within the power of the majority vote of the Board of Directors to encourage or admonish all Committees in their respective work, activity, decisions or judgment and to concur in or rescind the action or decisions of any Committee Member and to change the duties of any of the Committees of the ASSOCIATION.

11. Attendance. A Board Member shall not miss more than three consecutive Board Meetings or five meetings in a twelve-month period. Occurrence of either shall result in immediate termination from the Board of Directors.

## **SECTION I-B OFFICERS**

1. Regular Officers. The regular officers of this ASSOCIATION shall be the President, Vice President, Treasurer, and Secretary.

A. The President shall preside at all meetings of the ASSOCIATION. The Vice President shall, in case of absence or disability of the President, perform the duties of the President. The Treasurer shall assume the duties of the President in the absence of both the President and Vice President. The Vice President shall serve the organization as Program Chairperson.

B. It shall be the duty of the President to appoint the necessary chairperson of each Committee to embrace respectively the following activities: Leads-Attendance, Membership-Classification and Social-Acquaintance. Also, the President may at any time appoint Special Committees that may be essential to the ASSOCIATION; provided however, that such Committees shall not be authorized to assume any duty or exert any

authority herein delegated to the Board of Directors. The President shall not serve as Chairperson of any Committee.

C. The Treasurer shall be responsible for the custody of all the monies, securities and other such assets of the ASSOCIATION. All monies of the ASSOCIATION shall be deposited in such depositories as shall be selected by the Board of Directors. All written obligations of the ASSOCIATION shall be signed by the President and Treasurer or other persons designated by the Board of Directors. The Treasurer may delegate some of the Treasurer's duties upon approval of the Board of Directors.

D. It shall be the duty of the Secretary to record the minutes of any meeting in the absence or disability of the Executive Director.

E. At the discretion of the Board of Directors, any two offices may be held by one person, except that of President and Vice President.

F. At the first general meeting in January and the first general meeting in July, all Officers and Committee Chairpersons shall submit a report to the general membership.

#### **SECTION I-C EXECUTIVE DIRECTOR**

1. Duties. It shall be the responsibility of Executive Director to arrange for business meeting accommodations, keep the records of the membership, record the attendance of meetings, record leads, keep the Board of Directors informed of any business occurring between meetings, distribute the minutes of each meeting to the membership in the form of a newsletter, record and preserve the minutes of each meeting of the ASSOCIATION, as well as other papers, documents and properties belonging to the ASSOCIATION that the Board of Directors notes and desires to retain, and be present at all business meetings to assist the Officers, Committee Chairpersons, program presentations and visitors. The Executive Director is to periodically visit with Members at their businesses and report such visits to the Board, notify prospective members of their acceptance or rejection following Board action, acknowledge resignations, and promote the ASSOCIATION in appropriate business oriented events and activities. The Executive Director may assume other duties and assignments as authorized by the Board, and the Board may employ such other staff members as may be decided on by said Board to assist the Executive Director in the performance of the prescribed duties.

2. Roster. Each six months the Executive Director will publish a business/personal roster of members for distribution among Members only.

#### **SECTION I-D COMMITTEES**

1. Leads-Attendance Committee - to promote, acknowledge and report the giving of leads, and to record and advise the Board of Directors of all delinquencies in attendance. Each calendar quarter a report shall be given to the general membership on the activities of the Committee.

2. Membership-Classification Committee - to promote and encourage the securing of new members for the ASSOCIATION; to investigate and determine the qualifications and desirability of each prospective member; to make recommendations to the Board of Directors concerning the acceptance or rejection of all prospective new members; to make recommendations to the Board of Directors concerning reinstatement of former members; to make recommendations which may be desired by Principal Members; to receive resignations and make recommendations for their disposition to the Board of Directors.

The Membership-Classification Committee shall fix the classification of all proposed new members and determine whether or not there is a sufficient conflict between the proposed new member regardless of classification, and any present membership as to be detrimental to the latter. In case of conflict between existing classifications and on complaint of one or more Members, the Membership-Classification Committee shall consider the case and recommend to the Board of Directors such action as seems advisable, notwithstanding the fact that the Board of Directors shall be the final governing body on all such matters. This Committee shall determine each Member's classification in accordance with Sections I and II of the Bylaws and Article 4 of the Constitution.

3. Social-Acquaintance Committee - to promote acquaintance, good fellowship and harmony among all Members of the ASSOCIATION; to arrange for the invocation at all meetings; to arrange all social activities; and to arrange for the official greeters for the ASSOCIATION by welcoming Members and guests at the regular weekly meetings.

4. Program Committee - to promote and make arrangements for regular weekly programs; to encourage the Members in both participating in and selecting programs; and to introduce all speakers at meetings of the ASSOCIATION. A Member must be Member in good standing for at least six months before giving a program. The Vice President shall act as Chairperson of the Program Committee.

5. Orientation Committee - to arrange meetings for the orientation of all new members and the orientation of Committee Chairpersons, in order to acquaint them with the Constitution and Bylaws of the ASSOCIATION. No more than six (6) months shall lapse between orientation meetings for new members. The immediate past President shall act as Chairperson of the Orientation Committee.

## **SECTION II MEMBERSHIP**

1. Limitation of Liability. Membership in this ASSOCIATION shall be conditioned upon the fact that no Member or Ex-Member shall have any right or cause of action against this ASSOCIATION or any Officer, Director, Committee-Person, Executive Director, Member of this ASSOCIATION relating to any suspension, termination, or expulsion, or in consequence of any act that is solely or essentially an ASSOCIATION activity.

2. Limitation of Member's Classification. No Member can, without permission of the Board of Directors, represent more than one business classification in the ASSOCIATION, which classification shall not conflict with the classification of any other Member.

3. Change of Classification. If any Member discontinues or sells their business, or ceases to operate under their classification for any reason, or shall change their business or profession to one already represented in the ASSOCIATION, the Member so changing shall be dropped from the roster of this ASSOCIATION and shall be deprived of membership privileges.

4. Membership Not Transferable. In the event the business ownership of any Member changes hands, in whole or in part, that membership shall be voided. However, should the new owner apply for and be approved for membership, reinstatement may be made without payment of the usual initiation fees at the discretion of the Board of Directors.

5. Rules for Members.

A. Any Member, who shall fail for more than six (6) regular meetings of the ASSOCIATION in a six-month period to have in attendance the Member or Alternate without the consent of the Board of Directors, shall be terminated from membership in the ASSOCIATION. Such six-month periods shall be from January 1 through June 30 and July 1 through December 31.

B. The Membership Chairperson or the Executive Director shall communicate said termination in writing to such Member. Such terminated Member may reapply for membership and the Board of Directors may at its discretion reinstate such terminated Member.

C. Members shall be assessed monthly dues, said amount to be decided by the Board of Directors, and any changes to be adopted at any regular meeting by the affirmative vote of two-thirds of the Members actually present at said meeting, provided that a quorum be present. Such dues shall be due and payable on the first of each month and shall be considered delinquent at the beginning of the following month.

D. Any Member who shall be in arrears in the payment of dues or

assessments as fixed by the Board of Directors for a period of two months shall be terminated from membership in the ASSOCIATION (e.g., with no payment for January or February, the Member is terminated on March 2nd); however, upon payment of both current and delinquent dues, such membership may be reinstated by a majority action of the Board of Directors.

E. If five out of the seven members of the Board of Directors shall find that it is for the best interest of the ASSOCIATION to terminate a membership, the Board of Directors may, by such vote of the Board and after notice to such Member, terminate such membership.

#### 6. Procedures For Membership

A. Each prospective member shall visit two (2) breakfast meetings. An application for membership may be given to the prospective member upon their request to the Executive Director or any Board member.

B. A completed application shall be submitted to the Executive Director, along with a check in an amount equal to initiation fee and one month's dues. The check shall not be cashed until membership is accepted.

C. Upon receipt of the application, the Executive Director shall notify the Membership Chair of the particulars of the prospective member's business and conduct such checks on the prospective member as the Board may deem appropriate. The Executive Director shall retain the applicant's check until a final decision on membership is made by the Board of Directors.

D. If the application is approved by the Membership-Classification Committee, one reading of the application shall be made to the membership, and the classification and description of the business published in a weekly newsletter or as an attachment to the newsletter. Any objections from the membership shall be confidentially made to any Member of the Membership-Classification Committee or the Board. The objections will be passed on to the Board of Directors along with comments from the Executive Director prior to the Board's final vote on membership. If the application is not approved by the Membership-Classification Committee or the Board, the applicant shall be so notified by the Membership Chair and the applicant's check shall be returned uncashed. The Board in its sole discretion may act or refuse to act on any application or objection to an application.

E. At the first Board meeting following reading of an application to the general membership, a vote may be taken by the Board of Directors. The Executive Director or Membership Chair, as directed by the Board, shall notify the sponsor (if any) of the result of the vote and the applicant directly.

7. Consideration Regarding Alternates.

A. Alternate changes must be approved by the Board of Directors after receiving a written request from the Member.

B. Alternates should be in a decision-making capacity, well versed in the Member's business and associated with the Member's firm. Alternates shall not represent the Member more than two meetings in any one month.

C. Alternates should attend the breakfast meetings when the Member cannot attend or when the alternate is invited for special occasions. If both the Member and the Alternate attend, the breakfast fee will be charged for the second meal served.

D. An Alternate in attendance in place of the Member may vote the proxy of the Member.

E. If neither the Member nor an Alternative is in attendance, another Member may vote by proxy executed in writing by the absent Member and deliver to the President or the Executive Director before the meeting begins.

8. Initiation Fees and Dues. The initiation fee and monthly dues required by Members shall be fixed in accordance with section II.5.C.

9. Honorary Membership. A Member in good standing with the ASSOCIATION for five or more years who becomes ineligible for membership under section II.3 or II.4 above, may, upon written request made to, and approved by, the Board of Directors, become an Honorary Member. Such Honorary Member shall be entitled to receive the ASSOCIATION's mailings and shall pay the rate for meal services at ASSOCIATION meetings as determined by the Board of Directors from time to time; provided, however, that such Honorary Member shall not have voting or office-holding privileges, business classification, attendance and dues requirements, or be an alternate for a Member.

### **SECTION III MEETINGS**

1. Regular Meetings. The ASSOCIATION shall hold weekly meetings, and at such meetings a majority of the Members present may transact any business (including the election of Board Members) other than the amendment or alteration of the Constitution or Bylaws.

2. Amendments. These Bylaws may be amended, altered, or new bylaws adopted, at any regular meeting of this ASSOCIATION by the affirmative vote of two-thirds of the Members actually present and voting at said meeting, provided that a quorum be present. A proposed amendment or alteration of the Bylaws shall be published in the weekly newsletter and brought

before the membership at the weekly meeting preceding the vote; a copy of any such amendment, alteration or new Bylaws so adopted shall be mailed to each Member as soon as is practical.

3. Quorum. For the purpose of ASSOCIATION membership meetings or Board of Directors meetings, a quorum shall be defined as 50% of the respective group present.

#### **SECTION IV MISCELLANEOUS PROVISIONS**

1. Reserve Fund. In accordance with prudent financial management, the ASSOCIATION shall strive to establish and maintain a reserve fund of at least 15% of the previous calendar year's operating expenses. Funds from this reserve may be expended only by unanimous vote of the Board of Directors present and voting.

2. Unanimous Consent. Unless otherwise restricted by the Articles of Incorporation or Bylaws, any action required or permitted to be taken at a meeting of the Members, Board of Directors or any Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof, or all of the Directors, or all the members of the Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

3. Telephone Meetings. Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act for notice of meetings, unless otherwise restricted by Articles of Incorporation or Bylaws, Members of the ASSOCIATION, members of the Board of Directors, or members of any Committee designed by the Board, may participate in and hold a meeting of such Members, Board or Committee, by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting hereunder shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4. Indemnification. The ASSOCIATION shall indemnify to the fullest extent permitted by law, those persons who may be indemnified pursuant to the Texas Non-Profit Corporation Act Article 1396-2.22A.

5. Interested Parties. No contract or transaction between the ASSOCIATION and one or more of its Directors or officers, or between the ASSOCIATION, partnership, association, or other organization in which one or more of the Directors or officers of the ASSOCIATION are directors, officers, or partners, or have a financial interest, shall be void or voidable solely by reason of such relationship, or solely because the Director or officer is present at or participates

in the meeting of the Board of Directors of the ASSOCIATION or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if any of the following conditions are met:

A. The material facts as to the relationship or interest of the Director or officer and as to the contract or transaction are disclosed or are known to the Board of Directors of the ASSOCIATION or the committee thereof which authorizes the contract or transaction, and the Board of Directors of the ASSOCIATION or committee thereof in good faith, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

B. The contract or transaction is fair as to the ASSOCIATION as of the time it is authorized, approved or ratified by the Board of Directors of the ASSOCIATION, a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the ASSOCIATION or of a committee thereof which authorizes the contract or transaction.