



Business
Development
Resources

Empowering Small Businesses to Connect, Grow and Prosper

By-Laws

December 6, 2007

**Delaware County
Media, Pennsylvania**

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BUSINESS DEVELOPMENT RESOURCES**By-Laws****Article I NAME & PURPOSE****1) Organization Name**

The name of the organization is **Business Development Resources (BDR)** which is registered with the Commonwealth of Pennsylvania as an unincorporated non-profit association.

2) Organizational Purpose

BDR was formed in August 2004 by a group of business people wanting to actively share information and knowledge, to educate and mentor one another for personal and business growth. The purpose of BDR is to provide a safe and challenging environment in which its members can:

- a) Connect with other business people,
- b) Increase profitability by working smarter, and
- c) Grow their business as well as the BDR Membership.

BDR members may generally hold exclusive rights to the group based upon their business category or area of service/expertise.

Article II LEADERSHIP**1) Board of Directors**

The leadership of the BDR will be referred to as "The Board of Directors" which will be responsible for the overall policy and direction of the BDR. The Board of Directors shall have no less than 3 officers – the Chairperson, the Treasurer and the Secretary. The Board of Directors receives no compensation except for reasonable expenses.

The General Membership will elect the following members of the Board of Directors:

The Chairperson - who shall convene regularly-scheduled General Membership / Steering Committee meetings, shall preside or arrange for other members of the Board of Directors to preside at all BDR meetings in the following order: Vice Chairperson, Secretary, Treasurer, Membership Chairperson.

The Vice Chairperson - will be appointed by the Chairperson, shall assist the Chairperson and in the Chair's absence he/she shall convene regularly-scheduled Board of Directors, General Membership / Steering Committee meetings, shall preside or arrange for other members of the Board of Directors to preside at all BDR meetings in the following order: Vice Chairperson, Secretary, Treasurer, Membership Chairperson

The Secretary – who shall be responsible for keeping records of Board of Directors, Steering Committee & General Membership meetings including minutes, meeting announcements, membership contact lists and assuring that all corporate records are maintained.

The Treasurer – who shall make a report at each Board of Directors, Steering Committee & General Membership meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors & General Membership as necessary.

2) **The Steering Committee**

In addition to the Board of Directors, BDR operations shall be guided & implemented on a day-to-day basis by the Steering Committee.

Participation in the Steering Committee is on a voluntary basis, open to the General Membership of the BDR and is encouraged at all times. The Steering Committee receives no compensation except for reasonable expenses as determined by the Board of Directors.

3) **Board of Directors - Nominations and Elections**

The Board of Directors term shall coincide with the BDR fiscal year from October 1 thru September 30 of the following year and will be elected annually.

Nominations for 2 candidates for each Board of Director's position will be made by the General Membership and will take place as the 1st order of business during the first General Meeting in September each year. Elections for the Board will take place as the 1st order of business during the second General Meeting in September each year.

In order to be eligible for nomination or to become a Board Member, candidates must be a member in "good standing" and have attended 75% of the General Meetings and 75% of the Steering Committee meetings over the 1 year period immediately preceding the nominations/elections.

Members must be present at the General Meeting to vote.

Final determinations concerning the eligibility of a candidate or the results of an election shall be governed by the Board of Directors.

4) **Steering Committee Meetings**

The Steering Committee generally will meet on the 3rd Thursday of each month at 7:30 AM. The Steering Committee will inform all BDR members at each General Meeting what was discussed at the previous Steering Committee meeting.

Any member who is interested in attending a Steering Committee meeting is encouraged to attend and should contact the Chair for details.

The Steering Committee functions openly and always welcomes fresh ideas.

The Steering Committee may designate one evening a quarter for a Steering Committee meeting, if desired.

5) **Vacancies**

When a vacancy on the Board of Directors exists, nominations for new members may be received from present Steering Committee members by the Secretary at least two (2) weeks in advance of a Steering Committee meeting. These nominations shall be sent out to the general BDR members with regular announcements and shall be voted upon at the next general BDR meeting. These vacancies will be filled only to the end of the particular Board member's term.

6) **Resignation, Termination & Absences**

Resignation from the Board of Directors must be in writing and received by the Secretary. A Member of the Board shall be dropped for excessive absences, if she/he has three (3) unexcused absences from the Steering Committee meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

7) **Special Meetings**

Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Special meetings of the Steering Committee shall be called upon the request of the Chair or one-third of the Steering Committee. Notices of any special meetings shall be sent out to the Board or the Steering Committee respectively, by the Secretary.

8) **Quorum**

A quorum must be attended by at least two-thirds of the Board members before business can be transacted or motions made or passed.

9) **Planning and Budgeting Cycles**

BDR Leadership runs from October 1 through September 30

Annual Membership runs from January 1 – December 31

Article III MEMBERSHIP

1) **Membership Goals**

BDR Membership is generally open to the public, and requires an invitation from an existing BDR member. It is the goal of BDR to expand membership through invitation to those business owners /principals who will contribute to the growth

of their fellow members as well as the organization as a whole. With this in mind, membership also has a goal in which it is only granted to those who are not in direct competition with fellow BDR members in good standing and who have maintained the exclusivity requirements.

2) Prospective Members / Guests

Prospective members must be a business owner or principal **and** service a business category that is not in conflict with a current BDR member who has maintained their exclusivity privilege. In the event of a conflict, the inviting BDR member bears responsibility for contacting the Board of Directors and the other BDR members who may have a potential conflict of the guest / applicant to seek approval permitting the prospective member to come to a meeting as a "Guest".

3) BDR Membership Requirements

An application for BDR membership may be submitted by anyone who meets the following:

- a) is a business owner / principal;
- b) is not in conflict with another BDR member with exclusivity or has been granted a waiver of the same by the Board of Directors and that member;
- c) has attended at least one general membership meeting as a guest; and
- d) after meeting fellow BDR members, has been invited to join.

Prospective members are nevertheless encouraged to attend at least 3 out of 4 consecutive meetings before filing an application, in order that other BDR members can get to know him/her and to identify his/her strengths, potential fit and value to the BDR.

4) Guest Requirements

"Guest" status must be approved by the Board of Directors as well as any members with "exclusivity" and who may have a potential business conflict with the new applicant.

5) Good Standing

"Good Standing" is defined as a BDR Member who pays dues on time.

6) Exclusive Membership Privilege

Exclusive Membership is a privilege granted to applicants/members who achieve and maintain:

- a) "good standing" – paid their respective dues in a timely manner;
and
- b) attend at least 75% of all general membership meetings per quarter.

In the event a BDR member fails to maintain their "Exclusive Membership Privilege", the respective business category will become open the next quarter. The current member has the opportunity to regain their exclusive rights by attending the required number of meetings the next quarter.

No refund of Annual Dues will be issued once a member no longer maintains their respective Exclusive Privilege.

The Board of Directors maintains the prerogative to discuss and make the final determinations regarding an individual's qualifications for membership and position to hold "exclusivity" in a business category within the BDR.

7) Membership Recruitment Incentive

A "reward" of \$25.00 will be paid out of the treasury to any member who brings in a new member.

Article IV DUES

1) Annual Dues

Annual Dues in the amount of \$100 per year are payable to "Business Development Resources" by check or in cash by January 15th. Payments should be submitted to the BDR Treasurer, who will track all receipts and expenses.

The amount of annual dues will be reviewed by the Board of Directors on at least an annual basis or as otherwise necessary to meet operating expenses.

Dues will be used to cover expenses such as guest meals (first visit only), binders, general business and legal fees to operate BDR, handouts, press releases and photographs.

If BDR accumulates a significant surplus in its treasury, the Board of Directors will set aside an amount to keep in the treasury and let the members decide how BDR can spend the excess, such as an annual party or donation to a charity.

2) Mid-Year Membership Activation

Annual Dues may be pro-rated to ½ or \$50 for the first year if an applicant should join the BDR after June 30 of each year. No less than 50% of the annual dues amount will be charged for someone joining after June 30.

3) Special Arrangements

Annual Dues are to be paid for the entire year. Under special circumstances and upon the Treasurer's approval, dues may be paid in two semi-annual installments on or before January 15th and July 15th of the membership year.

Article V GUESTS

Guests are encouraged in Open Business Categories. (See **Article III Membership**)

Members are encouraged to bring guests who might be prospective members. All guests may enjoy breakfast free for the first General Meeting. Thereafter, prospective members must pay \$10 for each General Meeting. These payments will be applied to the membership dues when the person joins BDR.

Article VI OPEN BUSINESS CATEGORIES

An "Open Business Category" is an area of business or service(s) in which the BDR Membership currently does not have representation or the current membership has not maintained their exclusivity privilege.

Current BDR members are encouraged to bring in guests who will enhance BDR membership as an applicant for an open business category. Every member or potential member increases our professional reach and development. Thus, bringing in such people will help us grow, learn, think and introduce us to people that we can do business with as well as exchange referrals.

The BDR is a place for safe interaction where a member will receive strength and support without worry that someone will act on a weakness. We want to build.

For this reason, BDR members are encouraged not to bring guests that will conflict with members who have maintained their Exclusivity Privilege in a certain business category.

Article VII BDR CALENDAR OF EVENTS

The Steering Committee will develop and publish a calendar of events for general membership meetings as well as committee meetings including, but not limited to, dates, times, topics, speakers and locations for each meeting.

Members of the group will present topics at the other meetings, using a general topic as a basis for presenting information about his/her business.

Article VIII GENERAL MEETINGS

1) Schedule for General Meetings

General Meetings of the membership will be held on the 2nd & 4th Thursday of each month from 7:00AM to 8:30AM or as otherwise necessary.

2) General Meeting Format

The BDR's success hinges upon members knowing one another as well as sharing information with one another. Accordingly, each General Meeting will have the following components:

- a) Introductions to the group at the start of the meeting;
- b) Each Member / Guest shall wear a name tag;
- c) Seating Arrangements shall be designated by tent cards with names;
- d) An invitation to discuss leads and give testimonials.

3) Information Regarding Each BDR Member's Business

The BDR Membership Committee will supply each member with a three-ring binder containing the following information:

- a) Active member list, including member contact information:
 - 1) Name,
 - 2) Address,
 - 3) Phone Numbers,
 - 4) Email Addresses, and
 - 5) Website Addresses.
- b) Synopsis of each member's business and testimonials if available;
- f) BDR Calendar of Events showing meetings and upcoming topics of discussion, speakers, special meetings;
- h) A name tent-card to be displayed at each General Meeting;
- i) Current business cards;
- j) Applications / Brochures for BDR Membership; and
- k) BDR By-Laws.

4) Leads, Testimonials and Referrals

Although the purpose of BDR is to develop personal and business skills, BDR is not consider a "lead" group as currently defined by many regional networking groups.

The BDR's definition of "Lead" is broad and includes a recommendation for how someone might improve his/her business or how BDR itself can improve for the benefit of members.

"Testimonial" is a brief public statement regarding how another member helped enhance your business – an idea, a service, encouragement, etc.

BDR members will be asked if they have "Leads/Referrals" for business that might be pursued by other BDR members.

If someone has no "Lead" or "Testimonial", they can just say, "Pass." Testimonials should be current and not repeated in subsequent months.

5) **Invited Speakers**

Outside speakers will be invited to make relevant presentations on topics of interest to the members.

6) **Meeting Agenda Topics**

Meeting agenda will focus on, though not limited to, the following topics:

- Marketing
 - Direct contact marketing
 - Direct mail
 - Innovative marketing materials
 - Effective cold calling
 - Getting past the gatekeeper
 - Power partnering
 - Marketing methods
 - Closing the deal
 - Public relations
 - Name recognition methods
 - Writing articles
 - Public speaking
- Business planning, practices and procedures, and operations
- Business technology planning
- Office planning
- Web use
- Business planning
- Accounting
- Managing cash flow, expenses and revenue
- Billing and collections
- Record keeping
- Financial planning
- Legal planning
- Asset planning
- Human resources
- Benefits
- Insurance
- Delivery
- Hardware and software
- Experience with reliable vendors of business services
- Partnering and collaborations
- Skills
- Presentation/Public speaking
- Networking
- Management/leadership

Team building
Problem/issue identification and resolution
Information management
Technology management

Article IX COMMITTEES**1) Creation of Committees**

The Board of Directors may create committees as needed, such as fundraising, marketing, and so on. The Chairperson of the Board of Directors appoints all committee chairs.

Article X FINANCIAL REPORTING / BANKING**1) Finance Committee**

The Treasurer is the chair of the Finance Committee, which includes two other Steering Committee members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board of Director members.

The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors or a majority of the general membership in good standing.

The fiscal year shall be the October 1 thru September 30 of the following year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income.

The financial records of the BDR are public information and shall be available to the membership, Board of Directors members and the public upon request.

2) Banking Information

The BDR maintains a bank account at Commerce Bank or its successors which is treated as a nonprofit organization and incurs no bank charges.

The BDR Treasurer will maintain the checkbook and records.

Four Board of Directors members will be "Authorized Signers" on the account. Only one signature is needed for checks in the amount of up to \$250 and two (2) signatures are needed on a check in an amount greater than \$250.

No Board of Directors member may sign a check made out to him/herself.

As a fiduciary safeguard, BDR bank statements will be delivered to one BDR member's home address and all Board of Directors members will review monthly statements.

Article XI COMMUNICATION

The BDR's preferred method of communication to the general membership is through e-mail because it is available to members regardless of their respective business schedules. In the event that there are timing constraints or privacy issues, telephone is the next best method of communication. With this in mind, BDR members are solely responsible for making their e-mail addresses and phone numbers available to other BDR members as well as the to Steering Committee/ Board of Directors.

Regardless of physical attendance, in the event that a BDR member fails to keep his/her contact information current with the Board of Directors, the member may be considered absent from any meeting and thus jeopardize his/her exclusive membership privilege.

The Board of Directors / Steering Committee will communicate on a regular basis with the BDR membership via e-mail, or in a manner the Board of Directors designates. Emails will address specific items agreed to at Steering Committee meetings.

The Board of Directors / Steering Committee will communicate:

Meeting reminders will be sent by the Monday before the General Meeting;

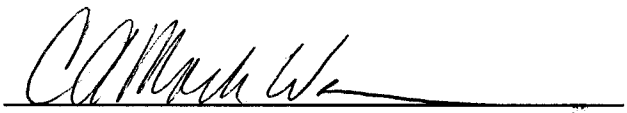
Announcements regarding upcoming events of interest to BDR members.

Article XII AMENDMENTS

BDR Members in Good Standing may petition the Board of Directors in writing for changes to the by-laws. The By-Laws may be amended when necessary by a two-thirds majority vote of the Board of Directors.

APPROVAL OF BDR BY-LAWS

The aforementioned By-Laws were approved at a meeting of the Board of Directors of the BDR on December 6, 2007.



Carol Mack Warner, President

The Following Items Are Suggestions for Reference Purposes Only.
They Are Not Included in the By-Laws

FREQUENTLY ASKED QUESTIONS

Can I ask someone to come as a guest, even though there is a conflict with a current member?

No. The steps to take include asking the current member if they would mind the possible competition **and** checking with the Steering Committee before inviting the guest.

What if a member loses exclusivity due to poor attendance and a potential new member comes in the next quarter? Now, what if both the current member and the new member attend the required meetings during the next quarter? Who wins?

The current member and the new member continue until one member does not meet the exclusivity requirements or changes his/her business category.

If a current member in good standing accepts a potential new member in competition, may that new member join?

Yes, though some conditions may apply such as narrowing the focus of the business to keep direct competition to a minimum.