



Business  
Development  
Resources

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*Empowering Small Businesses to Connect, Grow and Prosper*

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## **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 1<sup>st</sup> order of business during the first General Meeting in September each year. Elections for the Board will take place as the 1<sup>st</sup> 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

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**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**

