

**BY-LAWS  
Of  
ADVANTAGE ALLIANCE ADOPTED**

**September 6th, 2018 ARTICLE I NAME**

The name of this organization shall be ADVANTAGE ALLIANCE.

**ARTICLE II PURPOSE AND CLASSIFICATION**

The general purposes of this club are to provide opportunities for business people in the Green Valley & Sahuarita, Arizona area to network and to pass leads to one another for potential business and to share the fellowship of other like-minded persons, by holding weekly meetings, with required attendance of its members.

**ARTICLE III EMBLEM**

The emblem shall be a design incorporating the words “Advantage Alliance”.

**ARTICLE IV OFFICES**

Until such a time until the association incorporates or formally associates, there shall be no official offices of the group. The Board of Directors shall designate a mailing address for the group, preferably a Post Office Box, a Private Post Office Box, or at a member’s work address.

**ARTICLE V MEMBERSHIP**

SECTION 1 Membership includes a business owner or a designated representative of a business. There shall be one class of members.

SECTION 2 Application for Membership.

An application shall be filled out and filed with the Secretary/Treasurer along with the dues for the current year. Membership is open to all regardless of race, color, creed or sex.

SECTION 3 Resignation of Membership

Any member may resign upon delivering a letter to the Secretary/Treasurer of the ADVANTAGE ALLIANCE. The Secretary will acknowledge in writing to the member of his/her acceptance, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid. No dues shall be returned to the resigning member.

#### SECTION 4 Suspension, Expulsion, and Reinstatement

The Board of Directors shall have summary power by vote of a majority of the members of the board to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, impairs the good name, popularity, good will or prosperity of the organization, or for any conduct in violation of these By-Laws or the rules and regulations of the ADVANTAGE ALLIANCE. Such action by the Board of Directors may be taken at any time at any meeting of such Board. The proceedings of the Board of Directors in such matters shall be final and conclusive. After the expiration of the time set forth in a suspension by the Board of Directors, the suspended member may petition the Board of Directors for reinstatement. A two-thirds affirmative vote of all Board of Directors shall be required to pass upon such reinstatement.

#### SECTION 5 General

Upon resignation, suspension, expulsion, or death of a member, all rights and privileges as a member of the ADVANTAGE ALLIANCE shall cease.  
Membership in this group is not transferable or assignable.

#### SECTION 6 Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

#### SECTION 7 Dues

Annual membership dues are required. You will be notified during our meetings when your membership is due. Payment is expected on the first of the month of your due date. For example if you join in January, your next year's renewal membership would be due January 1.

#### SECTION 8 Attendance

Every member is allowed no more than 2 absences per a rolling six-month period. To avoid being marked as absent a substitute may be sent.

#### SECTION 9 - Membership Renewal

Each membership will be reviewed by the membership committee at renewal time and will be voted upon whether the member is considered in good standing or shall not be allowed to renew.

### **ARTICLE VI MEMBERSHIP MEETINGS**

#### SECTION 1 Regular meeting.

ADVANTAGE ALLIANCE shall meet bi- weekly at a time and place designated by the Board of Directors. Members are expected to attend each bi-weekly meeting. Every member is allowed no more than 2 absences per a rolling six-month period. To avoid being marked as absent a substitute may be sent.

#### SECTION 2 Special Meetings

Should there be a meeting requiring a vote of the members, a special meeting shall be called by the President, or two members of the Board of Directors at the regular time and place. The Board of Directors shall send a notice of the special meeting to each member

entitled to vote at such meeting, no less than 3 days before the date of the meeting.

The Board of Directors shall by resolution determine the time and place for a meeting for the election of the position(s) open on the Board of Directors. The Board of Directors, at its option, may ask for a membership vote on other matters. Such other business may be transacted as may be properly presented at the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Group, with postage thereon prepaid.

#### SECTION 3 Procedures

Each voting member in good standing shall be entitled to one vote at any annual or special meeting. Only one (1) vote can be cast per family membership.

#### SECTION 4 Quorum

A quorum consists of seventy-five percent (75%) of the members entitled to vote. A quorum is required to vote on issues not included in the notice of the annual or special meeting. Agenda items on the meeting notice, and the election of the office of Secretary at the annual meeting, shall be voted on by members in attendance at the meeting, whether or not constituting a quorum.

#### SECTION 5 Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

### **ARTICLE VII BOARD OF DIRECTORS**

SECTION 1 General Powers. The affairs of the group shall be managed by its board of directors.

SECTION 2. Election and term. The number of directors shall be three (3). The Board of Directors shall consist of the President, Vice President, and Secretary/Treasurer. The Board of Directors will operate in a "line" system. Each year the Group will elect a new Secretary with the Current Secretary becoming the Vice President and the Current Vice President becoming President. In this line system, the term for each position will be one year. These terms will run from October 1<sup>st</sup> to September 30<sup>th</sup> of the following year. In the event of the resignation of a director or directors, the remaining members of the board of directors may elect a successor or successors to fill the unexpired term or terms.

#### SECTION 3 The Nominating Committee

The Nominating Committee shall be chaired by the Vice-President, and comprise of another director and a non-director member. The committee shall select the nominee for secretary annually.

#### SECTION 4 Regular Board Meetings

A regular annual meeting of the board of directors shall be held without other notice than this bylaw in conjunction with the annual meeting of members (either prior to or after the members meeting at the option of the board). The board of directors may provide by resolution the time and place, either within or outside of the state of Arizona, for the holding of additional regular meetings of the board without other notice than the resolution.

#### SECTION 5. Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Arizona, as the place for holding any special meeting of the board called by them. Special meetings may be held face to face, by email, teleconferencing or phone, with all members being contacted.

#### SECTION 6 Delivery and Waiver of Notices

Notice of any special meeting of the board of directors shall be given at least two days previously by written notice delivered by email to each director at the director's email address as shown by the records of the Group. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

#### SECTION 7. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### SECTION 8. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

#### SECTION 9. Vacancies.

Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

#### SECTION 10. Compensation.

Directors shall not receive any stated salaries for their services, but may be reimbursed for any expenses incurred on behalf of the group. In addition, the Board of Directors shall have their membership dues suspended for the length of their terms.

SECTION 11. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

### **ARTICLE VIII POWERS OF DIRECTORS**

SECTION 1 The Board of Directors shall have power to call meetings of the ADVANTAGE ALLIANCE when it deems necessary to conduct, manage and control the affairs, relations and business of the Club. The Board shall have specific powers to do the following:

- Determine the annual dues.
- Appoint up to four members to serve on a membership committee.
- Authorize the expenditure of revenues from dues and other forms of income.

- Fill mid-term vacancies occurring on the Board of Directors.
- Exercise any other authority and judgment it deems necessary to carry out the purposes of the ADVANTAGE ALLIANCE.

SECTION 2 The Board of Directors shall not incur indebtedness to the ADVANTAGE ALLIANCE until the terms and amount of said indebtedness are presented to the membership, and voted on and approved by a two-thirds majority of the members in attendance.

## **ARTICLE IX DUTIES OF OFFICERS**

### **SECTION 1 President**

The President is the chief executive officer of the Club. He/she shall preside at all meetings of the members and the Board of Directors. He/she shall be ex-officio member of all committees. He/she shall sign all contracts and instruments approved by the Board of Directors. In general, he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

### **SECTION 2 Vice-President**

The Vice-President shall perform all the duties of the President as stated in the By-laws, in the absence of the President, be the ex-officio chair of the membership committee, corresponding with potential new members and other correspondence as directed by the Board of Directors. and any other duties as may be prescribed from time to time by the President or Board of Directors. The Vice-President shall keep track of the leads generated by the group members. The Vice-President shall perform such other duties as may be assigned by the president or the board of directors.

### **SECTION 3 Secretary/Treasurer**

The Secretary shall attend all meetings of the members and the Board of Directors, recording all minutes and transactions. The Secretary shall be the custodian of all records and books for the archives of the club, and shall be responsible for their safekeeping; see that all notices are given in accordance with the provisions of these by-laws or as required by law; keep the roster of speakers and maintain the books of account; have charge and custody of and be responsible for all funds and securities of the Group; receive and give receipts for money due and payable to the Group from any source, disperse funds when necessary, and deposit all such monies in the name of the Group in an FDIC bank; maintain the membership database

The secretary shall perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

### **SECTION 4 Removal and Resignation**

Any officer may be removed for cause by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to all Board Members. Any such resignation shall take effect upon notice to the President and Secretary.

## **ARTICLE X BUSINESS MEETING**

### **SECTION 1 Order of Business**

The Group shall have an official Agenda establishing the order of business for all bi-weekly meetings.

### **SECTION 2 Rules for Conduct of Meeting**

In absence of controlling provisions in the by-laws concerning any action of procedure in the conduct of the meeting, "Robert's Rules of Order" shall be the governing rules.

## **ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. Contracts.** The board of directors may authorize any officer or officers, agent or agents of the Group, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Group, and such authority may be general or confined to specific instances.

**SECTION 2 Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the Group, shall be signed by those officers or agents of the Group and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the Bookkeeper and countersigned by the president or a vice-president of the Group.

**SECTION 3 Deposits.** All funds of the Group shall be deposited to the credit of the Group in the banks, trust companies or other depositories as the board of directors may select.

**SECTION 4 Gifts.** The board of directors may accept on behalf of the Group any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Group.

## **ARTICLE XII BOOKS AND RECORDS**

The Group shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of members and meetings of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Group may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XIII FISCAL YEAR**

The fiscal year of the Group shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XIV DUES**

The amount of Dues to be paid shall be determined by a majority vote of the Board of Directors. Dues run for 12 months from the date of payment. Dues can be paid for periods up to 2 years.

## **ARTICLE XV PERSONAL LIABILITY**

### **SECTION 1 Liability Limitations**

All persons or Groups extending credit to, contracting with or having any claims against the Group, shall look only to the funds and property of the Group for payment of any such contract, claim, debt, judgment, damage, decree or cause of action, or any money that may in any way become due and payable from the Group.

### **SECTION 2 Debt Liability**

Neither the members of the Group, the Board of Directors nor officers, present or future, shall be personally liable for any debt set forth in Section 1, of this Article XV.

## **ARTICLE XVI POLICIES & GUIDELINES**

The Board of Directors shall determine the Policies and Guidelines for the ADVANTAGE ALLIANCE in accordance with the By-Laws. Rules and Regulations as proposed shall become effective when approved by a majority of the Board of Directors. Any Policies and Guidelines can be changed by a majority vote of the Board of Directors.

## **ARTICLE XVII AMENDMENTS TO BY-LAWS**

Any proposed amendment, addition, or change to these By-Laws shall be made in writing and submitted to the Secretary and President (30) days prior to a regular or special meeting of the Board of Directors. It takes a two-thirds majority vote of the Board Members to amend the By-Laws at any regular or special meeting of the Board of Directors, provided at least two days' written notice is given of intention to alter, amend or repeal or to adopt the new by-laws at the meeting.

I hereby certify the foregoing By-Laws for the government of the ADVANTAGE ALLIANCE , on the            day of            \_ 2018

Steve Oesterle, President,  
ADVANTAGE ALLIANCE

ATTEST:

Nikole Haumont, V.P.

Brandy Chase, Secretary/Treasurer