

CONSTITUTION AND BY-LAWS
TIP CLUB OF SYRACUSE
SYRACUSE, NEW YORK

Article 1
NAME

This organization shall be known as the Tip Club of Syracuse, and, hereinafter referred to as the "Club". Whenever the term "he/she", "person", "individual" or "member" is used throughout this text, it is expressly understood that reference is made to the member of the Club whether it be company or individual.

Article 2
PURPOSE

The objects of this Club shall be: To foster trade and commerce, or the interest of those who have a common trade, business, financial or professional interest.

To promote the adoption and the application of higher social, business and professional standards and to promote and perpetuate the business, professional, commercial, manufacturing and civic interests of the community and its trade area.

To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.

To provide, through this Club, a practical means of forming enduring friendships, to render altruistic service, and to build a better community.

To provide a viable network for legitimate business leads and referrals to foster individual member productivity.

Article 3
MEMBERSHIP, CLASSIFICATION, VOTING AND DUES

SECTION 1. Membership in this Club shall be of the active class and herein defined.

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SECTION 2. Active Membership:

A. The active membership of this Club shall consist of persons of good character and community standing, residing or having community interests in, or engaged in recognized lines of business, agricultural, institutional or professional life, and

(1) who are preferably, owners, partners or individuals instrumental in the operation of said organization;

(2) who are executive or corporate officers or managers with administrative duties and discretionary authority;

(3) who, as district or local agents or branch representatives, are in entire charge of such agency or branch in an executive capacity; or

(4) who are engaged in any worthy and recognized profession or, who having been engaged, shall have retired; or

(5) others so designated by their respective employers.

B. Each member shall personally devote 60% of his occupational time to the vocational activity under which he/she is classified, unless he shall have retired.

C. The active membership shall be limited to not more than one person simultaneously engaged in the same line of business, agricultural, institutional or professional life for which a classification is provided, unless there are no objections.

D. The active membership shall be further limited to not more than one representative in any given firm, company, institution or organization; unless permission of the Board of Directors be secured to elect to active membership more than one person from certain firms, companies, institutions or organizations.

E. No person shall be eligible to active membership in this Club who holds membership in any other club of like character in the Syracuse area.

F. Active membership shall automatically cease in case any active member shall permanently remove his vocational activity, residence and community interest of the Club or shall change his vocational activities so as to be ineligible for active membership in any available classification.

G. An active member shall pay, as prescribed by the Board of Directors and approved by the membership, all fees, dues, assessments as defined in Article 13 and

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shall be paid by a member who, at any time, has been an active member of the Club and resigns in good standing.

H. Membership must be designated in writing on the prescribed form as to whether it is an individual or company sponsored membership.

I. Individual membership cannot be transferred for any reason unless prior approval has been granted by the Board of Directors.

J. No member shall be permitted to have membership in more than a single category. This paragraph does not apply to members admitted prior to January 1, 1992.

K. Members who have 25 years of continuous membership and have reached the age of 70 may elect to change membership status to Senior Retired. A Senior Retired member will have a significant discount on membership fees, as set by the Board, as well as exemptions from weekly assessments. A Senior Retired member will no longer hold exclusive rights to a business category. Once changed to Senior Retired, the member cannot revert to a standard membership without full club approval.

SECTION 3. For the purpose of voting, a quorum must be present at all such meetings. A quorum shall consist of a majority of all current members. If there is not a quorum present, the vote shall be adjourned until a quorum is present.

SECTION 4. Manner of Acting. The act of a majority of the members at a meeting in which a quorum is present shall be the act of the membership, except on matters of voting on a new member application and overruling recommendations or decisions of the Board of Directors where two-thirds vote is required.

SECTION 5. Dues, fees and fines shall be established by a majority vote of the membership. All dues shall be payable, in advance, at the commencement of each quarter.

Article 4

ADMISSION TO MEMBERSHIP AND RESIGNATION

SECTION 1. Active membership shall be admitted under the following procedures:

A. A person may be proposed for membership by any member of the Club in good standing. Such proposal must first be announced at a regular meeting of the Club, hearing objections, if any. If no objections are raised, the proposed member (applicant) shall be invited to attend a subsequent meeting as a guest, without fee.

B. If after attending a meeting of the Club as a guest, the applicant desires membership status, the sponsoring member shall assist the applicant in completing the required membership application and shall verify prepayment of the required fees (the proposed member's application shall be held in abeyance until prepayment of required fees). The sponsor shall then submit completed application together with check for applicable fees to the Membership Committee for its review. The applicant shall not be

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allowed to attend any other meetings of the Club until he/she shall have been elected to the membership by a two-thirds vote of the members present and qualified to vote.

C. The Membership Committee shall immediately review the application and check for accuracy and, when approved by its majority vote, shall announce the application at the next regular meeting of the Club.

D. At the next regular meeting of the Club, the membership shall vote on the pending application. The applicant shall be elected to the membership by a two-thirds vote of the members present and qualified to vote.

SECTION 2. Any member in good standing may object to a proposed member. If an objection is raised, the applicant's membership application shall be immediately suspended until such objection is withdrawn, sustained or overruled through the procedures in this SECTION.

A. If an objection is made and unresolved, the objector must file his objection, in writing, within seven (7) days to the Secretary of the Club, citing the reason(s) for the objection. Once completed, the application, check and written objection(s) shall be delivered to the Secretary who shall immediately forward to the President. Upon receipt, the President shall call a special meeting of the Board of Directors (Board) and shall advise the objector of the date, time, place of the meeting to be held to hear the objection(s) and make a recommendation to the membership for vote (the President shall strongly encourage the objector to attend the scheduled meeting). During the meeting the Board will review the application and the written objection(s) as well as interview the objector. In the event the objector is not or cannot be present, the Board will consider only the written data. After its review, the Board shall vote on the issue and provide its recommendation at the next regular meeting of the Club.

B. At the next membership meeting, the President shall report the contents of the application, basis of the objection and the official recommendation of the Board. Such recommendation shall be the determining vote as to whether or not the application for membership, having been challenged by an objection, is accepted. However, the membership may vote to overrule the Board on such matters of application acceptance or rejection by a two-thirds vote of a quorum present at that meeting during which the Board action has been presented.

SECTION 3. Any member may resign from the Club, provided all his indebtedness to the Club has been paid. The resignation shall be submitted, in writing, to the Board of Directors and shall become effective when accepted by the Board of Directors.

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SECTION 4. Any person who has resigned from the Club in good standing must reapply for membership and follow the membership procedures of Article 4, SECTION 1 and Article 3, SECTION 2G.

SECTION 5. A leave of absence will be granted for a period of 30 days upon written request of a member. An additional 30 days may be granted, if requested, but must be approved by the Board of Directors. Dues incurred during any period(s) of leave must be paid, as required.

Article 5 DISCIPLINE

SECTION 1. Any member not having paid dues and/or any assessment within sixty (60) days from commencement of quarter shall, at the direction of a majority vote of the Board of Directors, stand suspended and shall be so notified in writing by the Secretary. Such member shall not attend any meetings until subsequent reinstatement. Such member, upon payment of arrears must make an application for reinstatement within 30 days after suspension to the Board of Directors. A majority vote of the membership is required for reinstatement. Should an individual not be reinstated, he/she shall be dropped from the membership and so notified, in writing, by the Secretary.

SECTION 2. Any member not attending a minimum of nine (9) meetings in any quarter or missing four consecutive meetings shall at the direction of a majority vote of the Board of Directors, stand suspended and shall be notified, in writing, by the Secretary (a member may request, in writing to the Board of Directors, an exception based on an extraordinary occurrence. The Board of Directors may approve an exception with a majority vote of the Board). Such member shall not attend any meeting until subsequent reinstatement. Such member must make reinstatement within 30 days after suspension to the Board of Directors. A two-thirds vote of the membership is required for reinstatement. Should an individual not be reinstated, he/she shall be dropped from the membership and so notified, in writing, by the Secretary.

SECTION 3. Any member whose suspension from membership has been in effect for more than 30 days and who thereafter makes application for membership shall pay a membership fee plus any arrears, dues and assessments.

SECTION 4. Without exception, unprofessional demeanor, actions or language by any member will not be tolerated. Any member charged with conduct unbecoming a member of the Club and against whom such charges are sustained, after due & proper hearing before the Board of Directors, may be expelled from membership by a two-thirds vote of

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the Club as a whole. All complaints shall be referred to a special committee, appointed by the Board of Directors, for investigation, report and recommendation before any action is taken on such charges by the Club as a whole.

SECTION 5. Any person whose membership in this Club has been terminated in any manner shall forfeit all interest in any funds or other property, belonging to the Club and all right to the use of the Club's name, emblem or other insignia.

Article 6 OFFICERS

SECTION 1. The officers of the Club shall be President, Vice-President, Treasurer, Secretary and the immediate past president.

SECTION 2. Each officer shall be an active member in good standing. No member shall hold more than one office at one time.

SECTION 3. All officers shall enter upon their official duties on the first day of June of each year and shall serve for a term of one year or until their successors shall be duly elected and qualified.

SECTION 4. The duties of the officers shall be as follows:

A. The President shall be the executive officer of this Club and shall preside over all meetings of the Club and the Board of Directors. He/she shall be an exofficio member of all standing and special committees. He/she shall perform such other duties as usually pertain to the office of the President.

B. In the absence of the President, the Vice-President and in his absence, the Secretary, and in his absence, the Treasurer, shall preside at all meetings of the Club and Board of Directors.

C. The Treasurer shall be responsible for maintaining the bank account of the Club and shall be further responsible for depositing as well as disbursing (on order of the Board of Directors) the Club's monies. He shall sign all checks (the President of the Club

shall also have the privilege of signing checks). His accounts and books shall at all times be open to the inspection of the President, Board of directors and any authorized auditors. He/she shall make a report at the last regular meeting of the Club and at such other times as the President or Board of Directors may require. The Treasurer shall make a report to the members on the first Friday of each month showing all income and expenses and all

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delinquent dues; keep records of membership fees and dues; present all bills to the Board of Directors for approval; collect all funds due the Club and promptly deposit same; submit reports on financial matters as required by the President or Board of Directors. Prior to installation of new officers, the Treasurer will relinquish the books for an audit, preferably accomplished by a qualified member of the Club.

D. The Secretary shall keep records of membership, attendance at all meetings and the minutes of the Board of Directors. He/she shall also submit to the proper officials, committees or the Club as a whole, all communications received. The Secretary shall receive written objections from any member concerning proposed members and shall, upon receipt, immediately refer to the President pending Board action.

E. The immediate past president shall perform such duties as may be assigned, from time to time, by the Board of Directors.

Article 7 BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of officers of the Club.

SECTION 2. Each Director shall be an active member in good standing.

SECTION 3. All Directors shall enter their official duties on the first day of June of the year in which they take office and shall serve for a term of one year or until their successors shall be duly elected and qualify.

SECTION 4. The Board of Directors shall determine the policies and activities of the Club, discipline members, approve the budget, approve all bills, take counsel with committees and have general management of the Club. It shall also make recommendations with regard to objection(s) of any application for membership, referring such recommendations to the general membership for its final decision.

SECTION 5. The Board of Directors shall meet at the call of the President or three (3) Directors.

SECTION 6. A majority of the Board of Directors shall constitute a quorum.

SECTION 7. Any member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors without a satisfactory excuse shall automatically forfeit his office as a Director and any other office he/she may hold.

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SECTION 8. Any decision(s) by the Board of Directors shall require a majority vote of the quorum.

Article 8 COMMITTEES

SECTION 1. There shall be the following standing committees:

- A. Membership;
- B. Social; and
- C. Nominating

SECTION 2. Each standing committee shall be composed of two (2) or more members and shall serve for a term of one year commencing on the 1st day of June. All committee members shall be appointed by the President and shall be subject to removal by him. Each committee shall be responsible to the President and shall make reports as he may direct.

SECTION 3. Special Committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

Article 9 DUTIES OF STANDING COMMITTEES

SECTION 1. Membership Committee shall promote a full attendance at all Club meetings and shall personally communicate with members whose attendance is unsatisfactory. The committee shall interpret the classification and membership plan of the Club and shall seek to secure and maintain a proper classification of members in accordance with these by-laws. The committee shall further devise ways and means of maintaining an adequate membership of such standards as are provided in these by-laws. The committee shall review all applications for membership for accuracy, prior to reporting to the general membership.

SECTION 2. Social Committee shall promote any and all social events as desired and agreed upon by the membership and shall report such planned activities and their

respective financial budgets for approval. Further, this committee shall be empowered to coordinate such desired events with the vendors involved.

SECTION 3. Nominating Committee refer to Article 11, SECTION 2.

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Article 10 MEETINGS

This Club shall hold a weekly breakfast meeting on Friday or such other day of each week at such place and time as shall be determined by the Club or the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire. The regular weekly meetings shall not be more than one hour and thirty minutes in duration except on special occasions as approved by the Board of Directors and the Club and commence promptly at 8:00 a.m. or at such other time as may be approved by the Board of Directors.

Article 11 NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The election of Officers and Directors shall be held on the first meeting of May. The membership of the Club shall be given at least two (2) weeks notice of the date and place of such meeting. Two-thirds of the active members of the Club shall constitute a quorum.

SECTION 2. The nomination and election of officers shall be as follows:

A. Nominating Committee: the Board of Directors, on or before the first regular meeting in April shall designate the names of three (3) members not then officers as the nominating committee. The nominating committee shall act as tellers.

B. Report of the nominating committee: at the third regular meeting in April, the nominating committee shall report to the Club its selection(s) of one or more candidates for each office.

C. Nomination from the floor: nomination(s) from the floor for any of said officers may be made only at the first regular meeting in May.

D. Election: all nominations shall be placed on a ballot and voted for at the first regular meeting in May. The candidates receiving the largest number of votes cast for each office shall be declared elected.

E. Voting: only active members in good standing may vote personally or by proxy. Voting shall be by secret ballot. In case of a tie vote for any office, names of members so tied shall again be submitted to the Club at the next regular meeting. In the event of a further tie, the current President shall cast the deciding vote.

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SECTION 3. In the event, after his/her election and prior to June 1st, of the refusal or inability for any reason, of an officer-designate to accept the office to which he/she was elected, the vacancy shall be filled by the Club at a regular meeting upon one week 's notice of nomination from the nominating committee.

SECTION 4. In the case of a vacancy in the office of the President, the Vice-President, or in his inability to serve, the Secretary shall appoint a member of the Club to fill such vacancy with the approval of the membership.

Article 12 PUBLIC ACTIVITIES

SECTION 1. The Club shall seek fair discussions at its meetings and in other ways to keep its membership informed on all questions of public importance and may propose legislation after affecting the community, state or nation in which the Club is located.

SECTION 2. The Club shall have the right and it shall be its duty, from time to time, to give expression by proper means to its attitude on such public questions and such proposed legislation.

SECTION 3. The Club shall not be used in any way for political purposes nor shall it, as a Club, actively participate in political candidacy of any person.

Article 13 REVENUE

SECTION 1. There shall be a membership fee as prescribed by the Board of Directors, payable upon election by membership in attendance.

SECTION 2. There shall be dues as prescribed by the Board of Directors and paid quarterly, in advance, and, in the case of new members, pro-rated during the second quarter of their membership, according to the date of admission.

SECTION 3. Revenue from all sources defined in this Article may be raised as determined by the Board of Directors and approved by a two-thirds vote of the active members present at any meeting of this Club provided written notice shall have been given the members at least one week prior to the meeting.

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SECTION 4. A contribution, as prescribed by the Board of Directors, will be made by a member upon completing a sale originating from a Club lead.

SECTION 5. A contribution, as prescribed by the Board of Directors, will be required of any member who does not offer a legitimate (qualifying) tip at any regular meeting.

Article 14 FINANCE

SECTION 1. The fiscal year of the Club shall begin on the 1st day of June each year.

SECTION 2. The Board of Directors shall determine the official depository or depositories.

SECTION 3. In the case of person(s) designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitute(s).

Article 15 RULES OF ORDER

“Roberts Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

Article 16 AMENDMENTS

Any amendment(s) to these By-Laws may be adopted by two-thirds vote of the active members present at any meeting of the Association provided written notice of the voting meeting. Voting may be in person or by proxy.

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