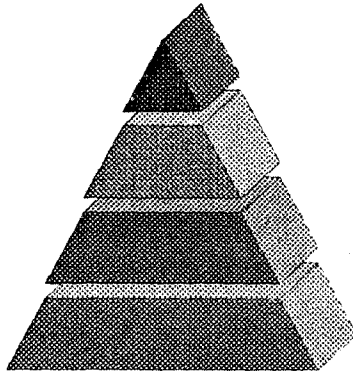


**BUSINESS ASSOCIATION
OF
COLUMBIA**



BYLAWS

BUSINESS ASSOCIATION OF COLUMBIA

BYLAWS (REV.12/13/95)

OBJECTIVE: TO PROVIDE INFORMATION TO THE MEMBERS OF THIS ASSOCIATION AS SOON AS POSSIBLE SO THAT MEMBERS WILL BE IN AN ADVANTAGEOUS POSITION TO OFFER THEIR SERVICES.

STRATEGY: STRIVE FOR QUALITY MEMBERSHIP THAT WILL PARTICIPATE AS WELL AS CONTRIBUTE TO THE BETTERMENT OF THE MEMBERS OF THIS ASSOCIATION.

ARTICLE I MEMBERS

Section 1. Membership shall be opened to any individual interested in the exchange of information and promotion of the Association's members.

Section 2. No individual member of the B.A.C. shall be a member of, attend or participate in any other tip club. This does not restrict a company from having more than one employee belonging to another tip club. [This section is an amendment to bylaws added 8/23/89]

Section 3. Procedure for New Membership-
Members sponsoring prospective applicants must:

- a) Contact Membership Committee for classification clearance and
- b) Introduce applicant's name at regular meeting which will be published in that week's newsletter, and
- c) Provided no objection is received by the following Monday, introduce applicant at the next regular meeting, and
- d) Have applicant submit written application with dues attached to the Board of Directors before the end of the meeting, and
- e) Follow-up with the Membership Committee

If applicant does not attend a regular meeting within two weeks after name introduced, classification must be re-opened.

Section 4. Acceptance of New Members:
The Membership Committee shall establish the procedure for membership application. Applicants for membership shall meet such other requirements as the Board may from time to time prescribe. Members shall be admitted by a majority vote of the Board of Directors after the applicant has been cleared by the Membership Committee.

Only one member shall be allowed in each classification. Only one member per employer shall be permitted; however, an alternate may be selected to attend some of the meetings (NOTE: Procedure for New Membership must be followed). Alternate shall automatically become direct member if he/she attends a majority of meetings.

In case of husband/wife or other partnership, one individual shall be the direct member and the other the alternate.

- Section 5. **Dues**
Members shall pay quarterly dues in amounts as fixed from time to time by the Board of Directors with Membership approval of the budget. Any member joining after the first week of any quarter shall pay pro-rated dues. Dues are non-refundable. [This section amended to bylaws 8/23/89]
- Section 6. **Suspension and Revocation of Membership**
The Board of Directors by a majority vote may suspend or revoke the membership of any member for the following:
- a) Failure to pay all membership dues within twenty (20) days of the beginning of each quarter;
 - b) Conduct detrimental to the Association;
 - c) Missing three or more regular meetings per quarter; however, if lead is provided through another member, absence will not be recorded.
 - d) Lack of participation in information exchange for which this Association was organized; member is expected to make diligent efforts in bringing no less than seven (7) leads per quarter;
 - e) Revealing source's name when following up on a lead without member's consent;
 - f) Failure to observe the highest standards of personal integrity, professional competence and honesty in seeking to inform and advise of potential leads;
 - g) Represent conflicting interests or be placed in a position where interests may be or appear to be in conflict with a duty to a fellow member without full disclosure of such interests to all involved;
 - h) Lack of sound business practices in the conduct of one's profession.
- Member shall receive a written notice indicating the reason or reasons for the suspension or revocation of membership and shall be afforded an opportunity to reapply for membership at the next regular meeting. Should member not appear at the next regular meeting, classification shall be automatically reopened for another applicant.
- Section 7. **Transferability of Membership:**
No membership of any class nor any rights and privileges of membership shall be transferable, nor shall membership of any class entitle any person to any personal interest in any assets of the Association.
- Section 8. B.A.C. membership belongs to the individual, not the company, regardless of who pays the dues.

ARTICLE II MEETINGS OF MEMBERS

- Section 1 **Place of Meetings:**
All meetings of members shall be held at the principal office of the Association or at such other place, within the Greater Columbia area, as shall be designated in the notice of the meeting.

ARTICLE II (cont.)

- Section 2. **Annual Meetings:**
The annual meeting of the members shall be held on the 3rd Wednesday in November of each year for the purpose of electing the officers and directors of the Association and for the transaction of such other business as may be properly brought before the meeting.
- Section 3. **Substitute Annual Meetings:**
If the annual meeting shall not be held on the day designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 5 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.
- Section 4. **Special Meetings:**
Special meetings of the members may be called at any time by the President, Secretary or the Board of Directors, or pursuant to the written request of not less than one-third of all the members entitled to vote at the meeting.
- Section 5. **Notice of Meetings:**
No written notice of meetings will be required.
- Section 6. **Quorum:**
One-half of the members entitled to vote, present at the meeting, shall be required and constitute a quorum at all meetings of the members. If there is no quorum at the opening of the meeting of members, such meeting may be adjourned from time to time by a vote of the majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding withdrawal of enough members leaving less than a quorum.
- Section 7. **Voting:**
The vote of the majority of the members entitled to vote on any matter at a meeting of the members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the Charter of Bylaws of the Association.
- Voting on all matters shall be by voice vote or show of hands unless otherwise provided by these Bylaws or unless 25 percent (25%) of the members entitled to vote at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

ARTICLE III **BOARD OF DIRECTORS**

- Section 1. **General Powers:**
The business and property of the Association shall be managed and directed by the Board of Directors which may report its activities to the members at each meeting of the members.
- Section 2. **Number, Term and Qualifications:**
The number of Directors shall be seven (7) consisting of the President, Vice-President, Secretary, Treasurer and three (3) members at Large. The immediate past President shall automatically accede to one of the direct member seats for one (1) year and two (2) members will be elected annually. A director is required to have been a member in good standing for no less than one (1) year and actively participated in the leads exchange as well as in other areas of the Association.
- Section 3. **Selection of Board of Directors:**
Except as provided in Section 5 of this Article, the Directors shall be elected at the annual meeting of members. The Nominating Committee, as provided in Section 1, Article VI, shall nominate persons to fill each position on the Board of Directors and nominations from the floor shall be recognized. [The President shall be selected from and proposed by the current Board, then voted on by the membership (12-19-86 Revision)]. Election is to be by majority vote and voting shall be by a voice vote or show of hands, unless otherwise provided, or unless 25 percent of the members present demand a ballot vote.
- Section 4. **Removal:**
Directors may be removed from office with cause by the majority vote of the remaining Board members at which a quorum is present.
- Section 5. **Vacancies:**
A vacancy occurring in the Board of Directors may be filled by a majority of the Directors.
- Section 6. **Charter Members:**
Charter members shall retain one (1) group vote to be cast by one of the Charter members at each regular meeting along with the Board of Directors. (Charter Members are listed on Page 8 of these Bylaws)

ARTICLE IV **MEETINGS OF DIRECTORS**

- Section 1. **Regular Meetings:**
A regular meeting of the Board of Directors shall be held immediately following each weekly meeting. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

ARTICLE IV (cont.)

Section 2.

Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Such meetings may be held without separate written notice. The person or persons calling a special meeting of the Board of Directors shall at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting was called.

Section 3.

Quorum:

A majority of the number of Directors fixed by these bylaws shall be required and shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these bylaws the act of the majority of the Directors present at the meeting in which a quorum is present shall be the act of the Board of Directors.

Section 4.

Organization:

Each meeting of the Board of Directors shall be presided over by the President, and, in the absence of the President, by the Vice-President, and in the absence of either of the foregoing, by any person elected to preside by a vote of a majority of the Directors present. The Secretary, or in the absence of the Secretary, any person designated by the Chairman of the meeting, shall act as Secretary of the meetings.

ARTICLE VOFFICERS

Section 1.

The President:

The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have all the powers and duties which are usually vested in the office of President of an association, including, but not limited to, the power to appoint committees from among the members from time to time, to assist in the conduct of the affairs of the Association.

Section 2.

The Vice-President:

The Vice-President shall in the absence of the President exercise the powers and perform the duties of the President and shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 3.

The Secretary:

The Secretary shall keep the minutes of all proceedings of the Directors and the members and shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the Directors or the President. Such duties include, but are not limited to, mailing weekly lead sheets, recording absences and lead sources. The Secretary and Treasurer offices may be combined into one position.

ARTICLE V (cont.)

- Section 4. **The Treasurer:**
The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness and shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of Treasurer.
- Section 5. **Compensation:**
Officers and Directors shall not receive any compensation for their services, except for the Secretary/Treasurer who will be exempted from paying dues.
- Section 6. **Vacancies:**
In the event of a vacancy, other than the office of the President, the Board of Directors shall name from among its Members a successor to fill in the unexpired term.

ARTICLE VI **COMMITTEES**

- Section 1. **Nominating Committee:**
There shall be a nominating committee composed of three or more members appointed by the Board of Directors. It shall be the duty of the Nominating Committee to nominate candidates for each office to be filled by election of the members, and appointment to such committee shall be made, and notice of appointment shall be given to the membership, at least fourteen days in advance of any election.
- The Nominating Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled. The Committee may suggest rules and procedures for elections and perform other appropriate duties at the direction of the President.
- Section 2. **Membership Committee:**
There shall be a Membership Committee composed of three or more members appointed by the Board of Directors. It shall be the duty of the Membership Committee to keep a record of classifications in need to be filled or re-opened as outlined in Article I, Sections 3, 4, and 6.
- Section 3. **Operation of Committees:**
The Committee Chairman shall be appointed by the President, who shall be responsible for reporting to the Board of Directors. Committee meetings shall be held upon call of the Chairman. Each Committee Chairman will designate a Secretary who will keep the minutes of the meetings.
- A majority of the members of the Committee shall be required and shall constitute a quorum for transaction of business at any meeting of the Committee. The act of the majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

ARTICLE VII GENERAL

- Section 1. **Contracts:**
The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute any instrument on behalf of the Association, and such authority may be general or confined to specific instances.
- Section 2. **Loans:**
No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3. **Checks and Drafts:**
All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4. **Deposits:**
All funds of the Association not otherwise employed or invested shall be deposited within 48 hours after receipt of same to the credit of the Association in such depositories as the Board of Directors shall direct.
- Section 5. **Rules of Procedure:**
Robert's Rules of Order shall govern the procedure and order of the meeting of Directors or members of this Association; provided, however, that failure to comply with such rules of order shall not affect the validity of any action taken at any such meeting unless a person entitled to vote at such a meeting makes immediate objection to such noncompliance and such objection is not overruled by the vote of a majority of the members present and entitled to vote at such meeting.
- Section 6. **Fiscal Year:**
The fiscal year of the Association shall be calendar year of January 1 through December 31.
- Section 7. **Order of Business:**
The order of business at all meetings shall be determined by the Board of Directors.

BUSINESS ASSOCIATION OF COLUMBIA BYLAWS

8

ADDENDUM TO ARTICLE III, SECTION 6; Charter Members:

Charter members are as follows:

Eddie Richardson
David Pillis
Martha Ginn
Danielle Rea
Ab Bray
Curt McMurray
Chuck Rogers
Randy Winesett

BUSINESS ASSOCIATION OF COLUMBIA

Your first obligation as a member is to constantly remind the other members about your business. Let them know what you have to offer. **MAKE IT EASY FOR THEM TO THINK OF YOU FIRST** when they are going to spend a dollar. Your second obligation is to recommend your fellow members whenever and wherever you see an opportunity for them to do some business.

- IT'S A LEAD - IF YOU KNOW OF
- a) A change in ownership or management
 - b) New homes or business property of a any kind to be built, remodeled, renovated, painted, etc.
 - c) Anyone to move to, within, or away from Columbia, particularly new residents in Columbia.
 - d) New offices, stores, manufacturing plants, hotels, or businesses that will open.
 - e) Equipment, furnishings, or fixtures to be purchased for a home, office, store, business, etc.
 - f) Prospective users of any service furnished, or commodity sold, by any B.A.C. member.

- A FEW TIPS
1. Remember that all lead information is **CONFIDENTIAL** and must not be made available to individuals outside the membership except properly instructed employees.
 2. Confidential information may be reported without fear of your name being involved should you so desire. If you deem it best, such tips will not be published but given out to those who can benefit - that decision is yours.
 3. Advance information having to do with a member's firm may not be used as leads unless released by the member concerned.
 4. **ACCURATE INFORMATION IS VITAL . . .** be sure you give correct address, name, etc. Don't send someone on a wild goose chase.
 5. **DON'T GET IN A RUT** - attempt to pick up bits of information outside your own business contacts . . . social events, clubs, neighborhood news, etc. By doing so you can benefit a much larger percentage of the membership.
 6. **TIME IS OF THE ESSENCE . . . A TOO LATE LEAD IS WORTHLESS.**

Have you stopped to think lately that you have extra salespeople working for you who are not on your payroll - their services are yours for the asking. Who are they? None other than your fellow members of the B.A.C. Each of your fellow members is pledged to exchange business information with you and to work with you to keep in touch with the latest business opportunities.