

**BY-LAWS**  
**OF**  
**THE EXECUTIVE ASSOCIATION OF GREATER GREENVILLE**

**ARTICLE I**

Section 1. The name of the Association shall be THE EXECUTIVE ASSOCIATION OF GREATER GREENVILLE, and it shall continue to be a non-profit corporation.

Section 2. The location of the principal office shall be as designated by the Board of Directors from time to time.

Section 3. The objectives of the Association shall be to institute and to maintain a method of exchanging business information among its members; to make business opportunities available to its members; to encourage trade expansion and business efficiency; and to promote better understanding and closer association among its members.

**ARTICLE II**

Section 1. Applicants for membership shall be sponsored by an active member. Membership applications shall be signed by the sponsor and shall be approved first by a majority vote of the membership committee and second by a majority vote of the Board of Directors. After the Board of Directors approval, the applicant's name and classification shall be communicated to the membership.

If no objection is raised within five (5) days following such communication, then the applicant shall be deemed to have been approved and shall be notified.

If timely objection has been raised to such application by any member, the application shall be returned to the Board for reconsideration. Upon such reconsideration by the Board, interested members shall be allowed to present objections to, as well as support for, the application. After due reconsideration, the Board again shall vote on the application, and a majority vote thereof shall be required to approve the application. In any event, the decision of the Board upon such reconsideration shall be final.

Section 2. Only persons, firms and corporations engaged in the conduct of a legitimate business or profession in Greater Greenville, South Carolina, shall be eligible for membership in the Association. In the case of firms and corporations, the membership shall be held in the name of the firm or corporation and not in the name of an individual.

Section 3. All memberships shall be represented by a primary individual representative who shall be entitled to exercise all membership privileges, except, however, that a membership may be represented by an alternative representative, as provided herein. Either representative shall be entitled to exercise all membership privileges; except, however, only one of such representatives shall be so entitled at any one time as to any particular privilege.

April 2009

Section 4. Only owners, part owners, officers, or executives of companies shall be eligible to serve as primary or alternative representatives

Section 5. Each primary or alternative representative, as well as any changes thereof, shall be approved as such by the Board and only individuals so designated shall represent the member at meetings, visitations and other functions. Each member shall have only one vote on matters requiring or permitting a vote of the membership.

Section 6. The Board shall have the power to terminate a membership for violation of these By-Laws and, upon finding that termination is in the best interests of the Association, to declare a vacancy in the classification previously held by such membership. Provided, however, no membership shall be terminated except:

- 1) upon ten (10) days' advance written notice to the member, advising of the proposed termination, giving the reasons therefore, and setting a time and place for the member to be heard thereon; and
- 2) upon affording the member an opportunity to be heard thereon.

Upon any such cancellation, all rights, privileges and interests of the member and the membership in the Association and in its assets shall terminate automatically.

Section 7. Any member whose designated representative is absent in excess of the Board policy pertaining to attendance shall forfeit the membership automatically. The only exceptions to automatic forfeiture for failure in attendance shall be business commitments, prolonged illness, or valid cause brought to the attention of the Board in writing with exceptions to be granted or denied at the discretion of the Board. The secretary shall notify the member of any such forfeiture and no further action shall be necessary to terminate a membership for failure in attendance. Reinstatement of a forfeited membership may be permitted in the discretion of the Board, upon written application from the member setting forth the reasons for the failure in attendance and requesting reinstatement. The reinstatement committee shall have original jurisdiction over, and responsibility for, processing all reinstatement applications, and it shall submit such applications to the Board, no more frequently than once per month, with its written recommendations in regard to whether the application should be approved or denied, and giving its reasons for such recommendation. The reinstatement committee shall be a sub-committee of the Membership Committee and shall be composed of three (3) members all of whom shall be members of the Board of Directors.

Section 8. A member may be permitted to occupy a probationary status and not be required to conform to the requirements of Section 7 of this Article, so long as such member remains current in payment of his regular dues. Such probationary status would become effective at the beginning of the next calendar quarter following such failure of said requirements. However, should the member continue to fail to meet attendance requirements as set out in Section 7 above, at the end of the calendar quarter in which he held probationary status the automatic forfeiture of membership as delineated in Section 7 would apply.

April 2009

Upon termination, any unused portion of accepted dues will be refunded.

Section 9. Whenever the majority ownership of any member's business changes hands, such membership shall be terminated automatically thereby; however, a membership application from the new ownership shall be given first preference in the particular classification and, if approved, shall be accepted and the new member shall not be required to pay the usual initiation fee.

### ARTICLE III

Section 1. Upon admission to membership, each new member shall pay an initiation fee in an amount as may be approved by a two-thirds (2/3) vote of the Board of Directors, from time to time.

Section 2. Each member shall pay dues in an amount as may be approved by the Board from time to time, and then ratified by a two-thirds (2/3) vote of the membership. Such dues shall entitle either the primary or alternative representative to one breakfast at each regular meeting of the Association, without further cost. The member who invites a prospective new member or guests to any Association meeting or function shall bear the pro rata costs and charges thereof; except, however, the Association shall bear the costs of the meal for the first two (2) breakfast meetings attended by a prospective new member. The Association will also bear the costs of the meal for the alternative representative the first time he or she is brought to a regular meeting or function. After that, each member shall bear the pro rata costs and charges for attendance or participation by its alternative representative at any association meeting or function attended or participated in by both its primary and alternative representative. The costs of the meal for attending guests who are not prospective new members will be charged back to the member who invited them.

Section 3. Dues shall be payable quarterly in advance, no later than the tenth (10th) day of the first month of the quarter. If dues are not paid by the tenth day of the first month of the quarter, a delinquency notice shall be communicated to the membership; and, if such dues are unpaid by the end of the first month of the quarter, then membership shall be forfeited automatically. The secretary shall notify the member of any forfeiture, and no further action shall be necessary to terminate a membership for failure to pay dues.

Section 4. There shall be no other fees, dues, charges, assessments or penalties imposed upon members unless the same shall have been approved by a two-thirds (2/3) vote of the membership at a regular meeting.

Section 5. There shall be no donations, gifts, or presents made to any charitable, patriotic, religious, or other type of organization, group, or individual. Only expenditures which will further the interests of the Association shall be permitted.

### ARTICLE IV

Section 1. Beginning January 1, 2009, the affairs, business and property of the Association shall be managed by a Board of Directors, which shall consist of seven (7) voting members, six (6) of whom shall be elected by the membership, and one (1) of whom shall be the Executive Director. (Note: The position of Executive Director was put on suspend in October 2010. At sometime in the future, the board of directors can reinstate this position as they deem necessary).

October 2010

In addition, the immediate past President, if he so chooses, shall be an ex officio, non-voting member of the Board of Directors.

All newly elected directors shall take office effective January 1st of the year following their election.

Section 2. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President, the Secretary and the Treasurer shall be elected, as soon as possible following the general election of directors by and from the incoming Board of Directors, which shall consist of the newly elected directors and the carryover directors. The new President, with the approval of the incoming Board, shall appoint the Executive Director.(As noted above, in October 2010, the Executive Director position has been temporarily suspended). The Executive Director may be, but need not be, a representative of a member, and he/she shall be compensated as set and approved by the Board. All newly elected and appointed officers shall take office, effective January 1st of the year following their election or appointment.

Section 3. The President shall be the chief executive and administrative officer of the Association, shall preside at all meetings of the Association and of its Board and shall perform such duties as the Board may prescribe. The President shall appoint chairmen of all standing committees.

Section 4. The Vice President shall assist the President in the performance of his duties, perform the duties of the President in his absence and perform such other duties as the Board may prescribe.

Section 5. The Secretary shall keep minutes of meetings of the Board and such records as the Board may prescribe. The Treasurer shall maintain such accounts as may be necessary, shall serve as custodian of such funds and other property of the Association as the Board may direct and perform other duties as the Board may prescribe.

Section 6. The Executive Director (when the position is activated) shall provide executive and administrative assistance to all officers of the Association, provide continuity among administrators and perform such other duties as the Board may prescribe.

Section 7. The term of elected directors shall be two (2) years, and the term of all officers shall be one (1) year. The terms of the six elected directors shall be staggered so that three (3) new directors shall be elected each year. Each incoming Board shall consist of the three (3) newly elected directors, the three (3) carry-over directors and the Executive Director.

Section 8. In the event a director or officer, for any reason, resigns, withdraws, dies, becomes incapacitated, refuses to serve, is removed for cause, or otherwise fails to serve and a vacancy is created thereby, then such vacancy shall be filled by appointment by the President with approval of the Board.

## ARTICLE V

Section 1. The election of directors shall take place at the last regular meeting in November of each year. Not less than six (6) weeks before each annual election, the President shall appoint a nominating committee to consist of three members of the Association. Prior to the regular

April 2009

meeting which occurs at least two weeks prior to the election meeting, the nominating committee shall meet and decide upon the names of at least twice the number of nominees as there are vacancies on the Board and, at the meeting at least two weeks before the election meeting, shall announce the names of such nominees. Further nominations may be made from the floor at such meetings.

No name shall be placed on the nominating committee's list, nor shall any nomination be made from the floor, unless the proposed nominee has first given his permission to the nominating committee or the nominating party to have his name placed into nomination. Nominations shall be closed following the regular meeting prior to the election meeting. The nominating committee shall then prepare a final list of nominees, and such list shall be communicated to the membership. A ballot shall be prepared for each member and, with the exception of providing a ballot in advance to any member entitled to vote by proxy pursuant to Section 3 below, one ballot shall be passed out at the election meeting to each member entitled to vote. At the election meeting, the membership shall vote for the number of directors needed to fill the vacancies from each ballot. The vote shall be taken by secret ballot and there shall be no speech making or discussion of the qualifications of any nominee during the meeting. The nominating committee shall then tabulate the votes for members nominated for the Board and validate the election. Those nominees receiving the highest number of votes shall be elected.

Section 2. Any ballot containing more votes for directors than the number to be elected shall be declared void. In the event of a tie in the election of a director, a run-off election shall be held before adjournment of the election meeting.

Section 3. Only the primary representative shall be entitled to vote; except, however, he shall have the right either to vote by proxy or to have his alternative representative cast his ballot, provided he has given the Executive Director (when the position is filled) five (5) days advance written notice of his inability to attend the election meeting and his request to be permitted to vote by proxy or through his alternative representative. Before the election, the Executive Director (when the position has been activated by the board) shall advise the nominating committee of the name of any alternative representative so entitled to vote, and at the election, the Executive Director shall cast any proxy votes, as directed by the entitled primary representative.

## ARTICLE VI

Section 1 It shall be the duty of all members to attend a regular meeting of the membership at such time and place as may be prescribed by the Board, from time to time, and to visit other members of the Association at their business address in accordance with such rules and regulations as the Board may prescribe.

Section 2. Any member of the Association who, during an absence from Greenville, attends one or more meetings of the Executive Association of any other city or cities, shall be given the same credit for attendance at such meeting or meetings as he would receive for attending a meeting of the Association.

Section 3. It shall be the duty of all members to supply the membership with all business information coming to their attention which may be of value to other members, unless such information has been acquired in a confidential capacity preventing such member from divulging the same.

Section 4. Within the limits of applicable laws, members shall give their fellow members

preference in business transactions.

Section 5. Membership meetings shall be conducted in accordance with rules prescribed by the Board, from time to time.

April 2009

Section 6. Meetings of the Board shall be held at such time and place as may be prescribed by the Board, at least once monthly.

Section 7. There shall be no participation in, endorsement of, or resolutions offered in connection with any political or public activity.

Section 8. Each member shall be expected and required to present a program at a regular meeting of the membership, on an equal-participation and rotation basis. Such programs shall relate directly to the business of the particular member, rather than to pet projects, charities, political candidates, or to providing a platform for a guest speaker.

#### ARTICLE VII

Section 1. Memberships shall be divided into classifications by types of businesses and professions, and there shall be only one membership per classification. Furthermore, no member shall be permitted to hold more than one classification.

Section 2. Such classifications shall be prescribed and amended by the Board of Directors, from time to time, upon recommendation and prior consideration by the classification committee. The classification committee shall make all determinations in regard to availability of a particular classification and in regard to whether any one member is holding, or is seeking to hold, more than one classification. All decisions of the classification committee shall be communicated to the membership and may be appealed to the Board upon written notice given, within fifteen (15) days after any such decision, by the appealing party to the classification committee and to the Board. All appeals hereinafter shall be heard by the membership, and the appealing party shall have a right to be heard at any such hearing.

Section 3. In the event that the type of business or profession of a particular membership shall change substantially, so as to create a conflict in classification with another membership, then the membership whose business has so changed shall be forfeited automatically and such member shall withdraw from the Association.

#### ARTICLE VIII

Section 1. A quorum for the transaction of business at all meetings of the membership and of the Board shall be a majority of the members available to vote, if all had been present. Unless

April 2009

specified to the contrary herein, "majority vote," "approval," or "vote" shall mean a majority of those present at a duly held meeting at which a quorum is present.

#### ARTICLE IX

Section 1. In the event of dissolution of the corporation, the assets thereof, after all liabilities and obligations have been discharged or adequate provision made therefore, shall be equally distributed to members on record who meet current requirements as to attendance and whose dues have been paid.

#### ARTICLE X

Section 1. These By-Laws may be amended, in whole or in part, at any regular meeting of the membership by a majority vote in favor of such amendment, provided such amendment first has been approved by a majority vote of the Board of Directors, and a copy thereof has been communicated to the members at least five (5) days before the meeting at which the same is to be considered.

#### ARTICLE XI

Section 1. The President, with the approval of the Board of Directors, shall appoint such standing or special committees of such size as the President may deem necessary to properly carry on the activities and to effect the objectives and purposes of the Association. Such committees shall perform such duties as the President and the Board of Directors may direct, from time to time.

Section 2. In addition to any committee appointed, as mentioned above, there shall be the following standing committees: Classification and Membership Committee, Budget and Finance Committee, Nominating Committee, Reinstatement Committee, and By-Laws Committee. Special committees may include but need not be limited to the following: Greetings and Welfare Committee; Social Committee; Program Committee; Leads Committee; and Visitation Committee.

Section 3. The members of the above-mentioned committees, except as otherwise specifically approved by the Board of Directors, shall be members of the Association and shall be appointed by the President with the approval of the Board of Directors.

Each committee shall be under the direct control of a director and shall have a director as at least an ex-officio member thereof. The person thereof may remove any member or persons authorized to appoint such member, whenever in his or their judgment the best interests of the Association would be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be terminated sooner, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as

provided in the case of the original appointments.

Section 4. Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum for the purposes of doing business, and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government, not inconsistent with the By-Laws or with rules adopted by the Board of Directors.

All committees, other than standing committees named in the By-Laws, shall be created by resolution adopted by a majority of the directors in office; however, no such committee shall have and exercise the authority of the Board of Directors in the management of the Association.

## ARTICLE XII

Section 1. At the discretion of the Board of Directors, a member in good standing who retires from active work may be given honorary membership status by a majority vote of the Board of Directors. Such Honorary Membership shall entitle the member, so honored, to all the rights of regular membership, except the privilege to vote. Honorary members will not be required to pay regular quarterly dues and record of attendance will not be required. They will, however, be required to pay rates, then in effect, for meals and/or parties and social functions. They will pay these amounts directly to the Treasurer of the Association upon each attendance.

Section 2. The names of honorary members, phone numbers, addresses, etc., shall be listed in the Association directory under the heading, "Honorary Members".

AS AMENDED AND APPROVED AT THE APRIL 28, 2009 MEETING OF THE ASSOCIATION.

April 2009