

FORT WAYNE BUSINESS FORUM

Founded 1963

- 1. Constitution**
- 2. Bylaws**
(Membership Procedures in Article III)
- 3. Standing Rules**
- 4. Rights and Responsibilities**

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“To ethically aid and advance the business of the members through a social relationship that will inculcate a spirit of mutual helpfulness, positive cooperation and exchange of information.”

THE FORT WAYNE BUSINESS FORUM – CONSTITUTION

(Amended 1980, 1997, 2010, 2012, 2015)

PREAMBLE (Added 6-30-10) This is based on a letter on the subject “Issues on Competition” issued in 1981 by the Board of Directors and reaffirmed in 2010 by the membership.

The Business Forum was founded on the basic principle of cooperation between non-competitive businesses. This principle has helped to keep the group intact and enhanced its development over many years.

There are practical difficulties in following this principle. No one wants to complain about competition because friends are involved. Therefore, it is the responsibility of the Board of Directors to discourage competition and to take a leadership role in defining appropriate business categories. It is further the responsibility of each member to recognize and honor his obligation to withdraw from the Forum if he finds it necessary to compete directly with another member’s primary business category. It is also the responsibility of the entire membership to support the traditions, principles, and Constitution and Bylaws of the Forum in its effort to prohibit direct competition.

ARTICLE I

Section 1

The name of this organization shall be the BUSINESS FORUM.

ARTICLE II

Section 1

The purpose of this organization shall be to ethically aid and advance the businesses of the members through social and business relationships that shall inculcate a spirit of mutual helpfulness, positive cooperation, and an exchange of information.

Section 2

Business tips (promoting the business of another member to a non-member) shall be required of each member at all regular meetings. An assessment, in an amount to be recommended by the Board of Directors and approved by the Active Membership, may be levied against any member who does not present a business tip.

ARTICLE III

Amended and Reworded 2-29-12

Section 1 – Eligibility for Membership

(a) Any person may become an Active Member of the Business Forum if the Membership Committee in accordance with Article III of the Bylaws has approved his name and Business Category and if he pays his initiation fee and his Annual Dues within 30 days of his membership approval.

(b) Active Membership shall be limited to those persons representing either a successful established or promising new business and whose competence and ethics are respected in his field and in the community. He must serve in top management either as an owner or managing partner or, in the case of a large enterprise, as an executive level manager. He must meet the Competition requirement of Section 4.

(c) No member may be the member of any other organization similar in purpose, nature, orientation and size to the Business Forum. Membership shall include only one Active Member from any particular firm.

Section 2 – Classes of Membership

(a) Active Member (a member who is currently active in his Business Category)

(b) Retired Member (a former Active Member who has ceased business or professional activity in the Fort Wayne area and who shall have no voting privilege and shall not be required to meet any attendance requirements). An Active Member who has ceased business or professional activity must go to Retired status, even if he plans to re-enter business or professional activity. A person who has not ceased business or professional activity cannot go to Retired status.

Section 3 – Membership Limitation

The number of Active Members shall be limited to sixty-five (65).

Section 4 – Competition Amended and reworded June 2015

(a) "Primary Occupation" is defined as a specific type of business that the member is engaged. It is what someone does for a living. A "Primary Occupation" is not pre-established. When a person applies for membership in the Business Forum, the Sponsor and Prospective Applicant shall define and name as best they can his Primary Occupation for that prospective applicant, which is reviewed for approval by the Membership Committee. Concerns or perceived conflicts should be addressed directly with the Membership Committee. The Membership Committee will consider the facts, concerns, and potential conflicts for a final decision. If that "Primary Occupation" is determined by the Membership Committee not to be directly competitive with that of an Active Member, and if the applicant becomes a member, he will hold that one and only "Primary Occupation" throughout the duration of his membership. The Business Forum Roster will list each member's "Primary Occupation".

(b) Active membership shall be limited to not more than one representative of a Business Category so as to protect the non-competitive mission of the organization.

(c) If an Active Member changes occupations so as to occupy a Business Category held by another Active Member, his membership shall be terminated immediately. If he volunteers the fact that he has changed his Business Category, the pro-rated portion of his dues will be returned. If the Membership Committee independently determines that the member has changed his Business Category and terminates the member, the balance of his dues will be forfeited.

(d) A number of competitive situations that violate the above subsections (a), (b) & (c) have occurred up to this June 30, 2010 Competition update. The Business Forum has decided to "grandfather" those exceptions and not enforce them. After this date, any violation of the Competition requirements will be enforced.

(e) If a Retired Member re-enters active business or profession, or if an Active Member changes business or profession, that is not competitive with any other Active Member, he shall submit to the Membership Committee Chairman a new Application Form defining his new business and his new role/position. The Membership Committee Chairman will discuss the issue with the Membership Committee and, if no objections are raised, the Application will be accepted. No new Initiation Fee will be charged, but, in the case of a Retired Member re-entering Active Member status, he will be charged the excess of the

annual dues of an Active Member over that of a Retired Member, not prorated. The Active Member changing classification will give up his previous classification. (Adopted 1-26-11)

ARTICLE IV

Section 1

(a) The officers of this organization shall be:

President

Vice-President

Secretary

Treasurer

(b) The officers shall serve for a term of one (1) year, each term commencing the first meeting in January.

Section 2

(a) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and two elected Directors.

(b) The Immediate Past President shall serve as a Director for a term of one (1) year following his term of office as President and shall also serve as the Chairman of the Membership Committee. There shall be two Directors who shall be elected at the same time as the officers and who shall serve for a term of one year.

ARTICLE V

AMENDMENTS

Section 1

Amendments to the constitution or the bylaws of this organization shall be made only at a regular meeting thereof, by two-thirds vote of the Active Members present. No proposition to amend shall be acted upon unless written notice thereof has been given to the general membership at least one week prior to the meeting at which the amendment is to be voted upon.

ARTICLE VI

CASTING BALLOTS

Section 1

No casting of absentee, proxy or e-mail ballots shall be done for any Business Meeting or Election.

THE FORT WAYNE BUSINESS FORUM - BYLAWS

(Amended 1980, 1993, 1997, Jan 27,2010, Apr 28, 2010, June 30, 2010, February 29, 2012)

ARTICLE I: OFFICERS

PRESIDENT

Section 1

It shall be the duty of the President to preside at all meetings and to enforce the Constitution, Bylaws and Standing Rules relating to the administration of the Forum.

Section 2

He shall call meetings of the Board of Directors when he deems it necessary, or when requested to do so by the Board of Directors or the general membership..

Section 3

He shall appoint all standing committee chairmen and make all other necessary appointments regarding the administration of the business of the Forum.

VICE PRESIDENT

Section 4

The Vice President shall act in the absence of the President. The Vice President shall serve as Program Chairman.

CHAIRMAN PRO TEMPORE

Section 5

In the event of the absence of the President and Vice President from any of the meetings, any member of the Board of Directors may preside.

SECRETARY

Section 6

Documentation of all resolutions and proceedings of meetings shall be the responsibility of the Secretary. The Secretary shall conduct all correspondence relating to the Forum and shall perform all duties pertaining to the office of Secretary. Weekly meeting minutes will be distributed to all members.

TREASURER

Section 7

All monies payable to the Forum shall be paid to the Treasurer. He shall have custody of all funds of the Forum, and shall be responsible for the payment of all financial obligations budgeted and authorized by the Board of Directors.

BOARD OF DIRECTORS

Section 8

The Board of Directors shall determine the policies and activities of this organization; plan and approve a budget; approve and authorize payment of all unbudgeted debts incurred by the Forum; authorize audit of the books and accounts annually or more often at their discretion; confirm and approve the acts and decisions and appointments of the President, including the past President, as the Chairman of the Membership Committee. The Board of Directors shall also have the responsibility of the general management of the Forum.

PAST PRESIDENT

Section 9

He shall be the Chairman of the Membership Committee and the Attendance Recorder and Reporter. Added 4-28-10.

ARTICLE II: MEETINGS

Section 1

Regular membership meetings shall be held once a week on a day, place, and time designated by the Board of Directors.

Section 2

Fifty percent of the Active Membership shall constitute a quorum authorized to transact any business duly presented at any Business Meeting of the Forum. Revised 4-28-10.

Section 3

The Attendance Requirement for Active Members shall be specified in the Standing Rules. Added 4-28-10.

Section 4

An Active Member may appeal in writing to the Membership Committee to have his annual meeting requirement waived due to illness, business commitments, extra-curricular activities, etc. Added 4-28-10.

ARTICLE III: MEMBERSHIP

Section 1

The membership committee shall consist of these five members:

1. The immediate past Forum president, who shall serve as chairman
2. Two past Forum presidents, selected by the chairman
3. The two elected Directors.

The membership committee chairman and his committee are responsible for screening prospective applicants and Active Member membership status. Revised 4-28-10.

Section 2 (Revised 1-27-10)

The purpose of these very specific and detailed procedures is to save embarrassment and hard feelings on the part of all parties relative to the issue of new members of the Business Forum. If a member considering sponsoring someone to join the Business Forum (the Sponsor) does not follow these procedures, the application of the Prospective Applicant (PA) will be put on hold for 12 months. Any e-mail correspondence to the membership regarding a PA should relate to that subject only.

Section 3 (Revised 1-27-10)

The Membership Committee (MC) Chairman will always be the place to start regarding a new applicant. The MC Chairman will document a Chronological Record of the various steps throughout this procedure. Any Sponsor must know enough about the PA to explain the business of the PA to the MC Chairman so that a Business Category for the PA can be defined. The MC Chairman will then consider whether, in his opinion, there would be any conflict in business category with any existing Active Member. If the MC Chairman has any question, he should discuss the issue with any member with whom he thinks there may be a conflict. The MC Chairman will then determine if there is a legitimate conflict. If so, the application process ceases.

Section 4 (Revised 1-27-10)

If there is no obvious conflict and if the number of Active Members is less than the limit set in Article III, Section 2 of the Constitution (see Section 10 if there is no opening), the Sponsor will introduce the PA's name at a Business Meeting. Immediately thereafter, the MC Chairman will publish the PA's name in a separate e-mail on two successive weeks. The purpose of introducing the name in the Business Meeting and in the two e-mails is to determine if there are any competitive or other objections from the membership at this early date. Any objection or question must be raised with the MC Chairman within three days of the second e-mail. The MC Chairman will discuss any objections with the MC. Any objection must be kept confidential within the MC. If the decision is made to discontinue the application process, the MC Chairman will notify the Sponsor and the reasons. If the Sponsor contests this decision in writing within 7 days of the notification, the MC will consider the points made and will decide within two weeks whether the application process will continue.

Section 5 (Revised 1-27-10)

If the application process continues, the Sponsor should:

- a. Tell the PA that a preliminary decision has been made to consider him for membership but that there are additional steps required.
- b. Procure "MEMBERSHIP APPLICATION" and "BUSINESS FORUM MEMBERSHIP RIGHTS AND RESPONSIBILITIES" forms from the MC Chairman.

Have the PA fill out and return the application and be sure the PA reads and understands the membership requirements as spelled out in the Rights and Responsibilities form which the PA then keeps. The application must be signed and dated by both the PA and the Sponsor.

The members of the MC will review the application. If at least two members of the MC do not know the PA well enough to recommend him for membership, at least two members of the MC will invite the PA to lunch in order to get to know him enough to decide whether to recommend him as a member. At its option, the MC may ask to visit the business location of the PA. In making this decision as to recommendation, the MC members should consider both the social and professional criteria for membership as outlined in the Constitution. The MC will then convene, including by telephone, and make a decision as to whether to recommend the PA for membership. The MC vote must be unanimous for the PA to be recommended for membership. If the PA is not recommended for membership, the Sponsor will be notified to so advise the PA.

Section 6 (Revised 1-27-10)

The Sponsor will invite the recommended PA to a Regular meeting and introduce him as a prospective member. The Sponsor will invite the PA to a second Regular meeting where the PA will give a brief (3 to 5 minute) talk about his personal and business background and present activities. Any member who at this point has a significant objection to the prospect's membership must make this point to the MC Chairman within three (3) days of the PA speaking. If there is any objection at this point, the MC Chairman will convene the MC, including by telephone, and determine next steps. If the PA is not approved, the MC Chairman will inform the Sponsor to so advise the PA before the membership is notified at the next Business meeting. Otherwise, the MC Chairman will consider the application approved. At the next Business meeting, the PA's acceptance or rejection will be announced.

Section 7 (Revised 1-27-10)

The new member's Sponsor will invite him to a meeting as soon as possible. The Sponsor will attend the new member's first meeting. There will be a ceremony during which the Sponsor will formally introduce the new member, and the President will present the new member with an envelope containing the Constitution, Bylaws, Standing Rules, Membership Procedures, Membership Rights and Responsibilities, Membership Roster and Certificate of Membership. A Membership Plaque will be presented to the new member at the next President's Party.

Section 8 (Revised 1-27-10)

The Sponsor will be responsible for making sure that the new member is aware of the social functions and the importance of regular attendance to get to know the current members. The new member will be reminded of the minimum attendance requirement but advised that this is only a minimum.

Section 9 (Revised 1-27-10)

The Secretary will formally welcome and notify in writing (with a copy to the Sponsor and to the Treasurer) the new member of his election to membership. The Treasurer will send an invoice to the new member for his pro-rated dues and initiation fee with instructions that the invoice should be paid within 30 days. The Treasurer will add his congratulations and welcome to those of the Secretary.

Section 10 (Revised 2-29-12)

A Prospective Applicant waiting list shall be established and maintained by the MC Chairman. If the election of a new member would increase the Active Membership beyond the membership limit under Article III, Section 3, of the Constitution, the name of the Prospective Applicant shall be added to the waiting list in the sequence of the date a Sponsor first made known this Prospective Applicant to the MC Chairman as specified in Article III, Section 3 of these Bylaws. When an opening occurs, the earliest name on the waiting list shall proceed through the Prospective Applicant process for possible Active Member status. The MC will not disclose to the membership the names of other Prospective Applicants on the waiting list until the application process for the Prospective Applicant is completed or terminated.

ARTICLE IV: DUES AND FEES

Section 1

The dues for all classes of membership for each fiscal year ending December 31 shall be determined by the Board of Directors and shall be approved by a vote of the Active Membership and so documented in the Standing Rules.

Section 2

New members shall pay dues prorated on a monthly basis. Payment of dues within 30 days after the date of the Treasurer's new member invoice will constitute acceptance of invitation to join. Anyone not paying dues within 30 days will void their acceptance into the Forum. Revised 4-28-10.

Section 3

The amount of the initiation fee shall be specified in the Standing Rules and is payable within 30 days of the Treasurer's invoice. Revise 4-28-10.

Section 4

Guest fees and any other incidental billings or assessments are due on the date of the activity. Revised 6-30-10.

Section 5 (Revised 4-28-10)

It is the responsibility of the Treasurer to send Annual Dues statements for the next year at the end of his Treasurer year. Prior to the mailing of such statements, the Treasurer shall receive notice from the Past President of any Active Members who have not met their attendance requirements or have not received previous official waiver. Such persons will not be sent dues statements and are no longer members. The Secretary shall notify in writing an Active Member who has not met his annual meeting requirement that his membership has been terminated. An Active Member who is unable to satisfy the attendance requirement may reapply for membership prior to February 28 of the new year, giving reasons to the Membership Chairman. If membership is reinstated, he must pay the initiation fee plus regular annual dues.

Annual dues are due on January 31 of each year. Any member who is delinquent in payment of dues shall be terminated. The Secretary shall notify him, in writing, that he is no longer a member of the Forum. Any member who is terminated due to late dues payment may reapply for membership, giving reasons to the Membership Chairman. If membership is reinstated, he must pay the initiation fee plus regular annual dues

ARTICLE V: DISBURSEMENTS

Section 1

All monies payable by the Forum shall be paid by checks signed by any two of the following officers:

President

Vice President

Treasurer

ARTICLE VI: ELECTIONS

Section 1

Elections shall be held annually at the November business meeting. Two weeks' notice shall be given the membership of the election date. Fifty percent of the active membership shall constitute a quorum for the election of officers and directors. Revised 4-28-10.

Section 2

The Membership Committee shall be the Nominating Committee for officers and directors. The Nominating Committee shall report to the membership the names of the nominees at least one week prior to the election. Revised 4-28-10.

Section 3

Any vacancies occurring in the officers or Board of Directors may be filled by the Board of Directors to serve until the next annual election.

ARTICLE VII: RULES OF ORDER

Section 1

The rules of parliamentary procedure as laid down in Roberts Rules of Order shall govern meetings of this organization.

ARTICLE VII: OPERATION

Section 1

The operation of the Business Forum shall be in strict accordance with:

1. This Constitution
2. These Bylaws
3. Standing rules

THE FORT WAYNE BUSINESS FORUM RIGHTS AND RESPONSIBILITIES

(To be retained by prospective member)

Before you submit a membership application to the Business Forum Membership Committee, it is imperative that you be aware of the responsibilities as well as the privileges associated with membership.

The purpose of the Business Forum is to aid and advance the business of the members through positive cooperation between non-competitive businesses, mutual helpfulness, and exchange of information in a friendly atmosphere.

It is imperative that all members participate, as fully as possible, in the weekly luncheon meetings and various social events throughout the year. The non-competition principle has helped to keep the group intact and has enhanced its development over many years.

It is the responsibility of the entire membership to support the traditions, principles, and Constitution, Bylaws and Standing Rules of the Forum in its efforts to advance each member's business and to prohibit direct competition.

The Business Forum has a minimum attendance requirement of 18 meetings (of which 6 may be specified social events) per year. Any member who has not fulfilled the attendance requirements by the last meeting of the calendar year will be ineligible for membership renewal.

New members' attendance requirements and dues are proportional to the amount of the calendar year remaining at the time of membership acceptance. Business Forum dues and invoices are payable within 30 days of the billing date. Any member who is delinquent beyond this time shall be terminated.

Guests are welcome and encouraged at all non-business luncheons, but the member is expected to pay for the guest's lunch. All members receive a weekly newsletter which informs them of the upcoming luncheon speakers and dates of future social events.

Business Forum Active Membership is limited to 65 non-competing individuals. If there are no membership positions open when an application is received, the application will be acted on in the order received when a position becomes available.

June 30, 2010

THE FORT WAYNE BUSINESS FORUM — STANDING RULES

As of December 18, 2019

1. Any proposed change to the Standing Rules shall be either introduced at a Business Meeting and emailed in the meeting minutes or emailed to the members separately at least 2 weeks prior to the next Business Meeting. Adopted 2-24-1993 Modified 11-27-2019

2. Any proposed changes to the Standing Rules not voted on at the next Business Meeting following its introduction shall be republished in advance of the next Business Meeting with a brief summary of the discussion regarding its adoption. Adopted 2-24-1993

3. Any proposed change or addition to the Standing Rules shall require a favorable vote of 2/3rds of those Active Members in attendance at a Business Meeting for its adoption. Adopted 2-24-1993

4. The attendance requirement, for Active Members only, is 18 luncheons or designated events per year. Failure to meet this requirement shall result in the automatic non-renewal of membership. In the event a member will not meet the minimum, the member may request a waiver from the Membership Committee to continue as a member the following year. A member may request a waiver no more than 1 time in any 5 year period. Adopted 2-24-1993 Modified 12-18-2019

5. The Annual Dues for Retired Members shall be 90% of the current Active Member dues. Adopted 6-30-2010 Modified 11-27-2019

6. The Initiation Fee for new members shall be \$150. Adopted 2-24-1993

7. Dues and attendance requirements shall be pro-rated for newly elected members beginning the month after their admittance at a Business Meeting. Adopted 2-24-1993

8. Rules governing the procedure for admitting new members are delineated in the Bylaws. However the most important rule is: NO ACTION REGARDING A PROSPECTIVE MEMBER SHALL BE TAKEN UNTIL REQUIRED PROCEDURE HAS BEEN DISCUSSED WITH THE MEMBERSHIP CHAIRMAN. Adopted 2-24-1993

9. The Business Forum Membership Roster shall not be distributed or shared with any non-member or outside organization unless approved by the Board of Directors. Adopted 6-30-10

10. The Board of Directors may, annually, appoint a Club Accountant from the membership who will assist the Treasurer in the financial matters of the Business Forum. Adopted 6-30-10