

**BY-LAWS OF THE EXECUTIVES' ASSOCIATION OF GREATER
ALBUQUERQUE**

ARTICLE I

(as amended: December 5, 2017)

NAME: The name of the organization shall be Executives' Association of Greater Albuquerque, Inc. The non-partisan, non-sectarian organization is a businessmen's breakfast group.

ARTICLE II

OBJECTS: The objects of this organization shall be: (1) to institute and maintain a method of collecting, recording and exchanging business information for and between its members; (2) to encourage local and foreign trade expansion for the benefit of its members; (3) to provide for the display, sale, or publicity of the goods, property, or services handled or represented by its members; (4) to create and encourage cooperative business methods so as to better or increase the efficiency and service of the business by its members; (5) to develop and carry on such activities as shall be found best to promote the welfare of its members and effect the purposes for which the organization is formed; (6) to encourage business and professional development within the community as a whole.

ARTICLE III

CREED: I believe in the Executives' Association because it stands for mutual interest, service from each to all, for cheerful co-operation for more real efficiency, for success based on merit, for interchange of useful information, for constant progress in things that are worthy. I believe in the Association because its precepts urge me on, always satisfying, always promising; and though it has hours of leisure and lighter vein, yet it is an Association with a purpose and does not forget, that its members do not idly dream or drift, but have hard work to do and loads to lift.

ARTICLE IV

(as amended: December 5, 2017)

MEMBERSHIP: The membership of this Association shall be composed of sole proprietorships, partnership, corporation, and associations of good character and outstanding business and professional reputation. A member firm shall have been in business for at least one year - exceptions may be made by the board for a newly created firm by a member representative who has been in good standing. Each shall represent a different business, trade, occupation, or profession and shall be classified accordingly.

There may be overlap as some businesses provide multiple products or services. It is the recommendation of the board that the prospect and/or his sponsor meet with existing members with whom a conflict exists prior to submitting a membership application. Should resolution not occur between the parties the prospect's sponsor and the conflicted member shall present their positions to the Board. These issues shall be resolved by the Board of Directors.

The membership shall belong to the business/firm. The representative shall be the owner, partner, officer or other executive with policy making authority in a position of influence. An alternate representative, when needed, must be submitted in writing to the Board of Directors and approved by the Board of Directors. Only one alternative person will be allowed per membership. Only one representative can be present each week under the membership. Should both attend, the business/firm will be billed for the extra breakfast. In a case where a vote is taken, each membership represented shall have only one vote. Any membership in a delinquent status, shall not have voting privileges. (See Article XI relating to attendance.) The admission of all members and representatives shall be subject to the approval of the Board of Directors.

(as amended: December 5, 2017)

PROPOSALS FOR MEMBERSHIP: A proposal for membership shall be on forms and in the manner prescribed by the Board of Directors. Application forms can be obtained from the Executive Director or off the EAGA web site. Each applicant must have an EAGA sponsor in order to be considered by the Board for membership. Each application form shall be submitted to the Executive Director who will relay it to the Membership and Education Committee for review. After approval by such Committee, the Members shall be advised of the application by publication in the weekly bulletin and invited to comment and/or attend the board

meeting at which this application will be considered for approval. No sooner than fourteen (14) days after notice of the application is published, the Board of Directors shall consider the application, the information supporting the application and comments by other members, if any. Admission to membership shall be determined by majority vote of the Board of Directors. Should the proposed firm fail to qualify for membership or should the invitation not be accepted by the invited member within fourteen (14) days after notification of election to membership, the classification shall again be declared open.

ACCEPTANCE: Payment of the prescribed admission fee, which must be made before induction, signifies acceptance and the willingness of the member to conform to all rules and regulations of the Association, whether expressed in the By-Laws or otherwise which have been or may be, from time to time, adopted by the Association or its Board of Directors.

CLASSIFICATION: No prospect or member of the Association shall apply for or hold more than one classification.

CHANGE: A member may change his classification provided he makes application for such change on the designated form to the Membership and Education Committee, who will recommend approval or rejection and refer the request to the Board of Directors for final action. Upon approval by the Board, the request shall be released to the membership and an eight day waiting period observed to preclude any dissent.

TRANSFER: Memberships are not transferable without approval of the Board of Directors. When a business is sold or when management changes similarly, membership shall be held in abeyance for thirty days during which time a proposal for membership shall be made to the Membership and Education Committee. The new firm's qualifications for membership and representation shall be treated the same as for a new member, except that no admission fee will be imposed upon acceptance.

ARTICLE IV-A

(as amended: December 14, 2021)

HONORARY RETIRED MEMBERSHIP: A representative of a member shall be eligible to serve as an Honorary Retired member as follows: (1) the individual was a representative of the member entity for the ten (10) years or more immediately preceding such individual's retirement from the member; and (2) the member was in good standing, including attendance requirements for such ten (10) year period. An eligible representative may apply to the Board of Directors of the Association for Honorary Retired status. The Board shall consider such application and shall act to allow such representative to continue affiliation with the Association as an

Honorary Retired member. Such action shall be taken by a majority vote of the members of the Board present at a regularly scheduled meeting of the Board of Directors in attendance.

An Honorary Retired member is entitled to participate in all activities of the Association as a non-voting member, and such person shall not be eligible to serve on the Board of Directors. Honorary Retired members shall not be assessed dues or meet any attendance requirements. However, they may be invoiced and are expected to pay timely any costs for meals or other activities, including social events they attend, in an amount set in the discretion of the Board.

The Board of Directors may waive the eligibility requirements or terminate such member's status upon a two-thirds (2/3) vote of the Board of Directors, within its sole discretion.

ARTICLE V

(as amended: December 14, 2004)

ADMISSION FEES AND DUES: Admission fees shall be fixed by the Board of Directors and shall be payable at the time application is made for membership. Dues which include the weekly breakfast shall be fixed by the Board of Directors and shall be payable in advance monthly or paid quarterly. Members received after the 15th day in any given month shall pay no dues for that month, but shall be charged for meals taken during the month preceding the regular billing date.

When a member desires to bring a guest he shall obtain clearance from the Executive Director, before extending the invitation. He shall pay the guest's expenses. When the guest is a prospect, however, and clearance is granted, he may attend one meeting as a guest of the Association.

DELINQUENTS: Any member who fails to pay his dues and other Association expenses levied by the Board of Directors within the thirty day period is delinquent, and shall be so advised by the Executive Director on the last day of that month. Failure to remove the delinquency within fifteen days thereafter is grounds for suspension and the member shall be so warned. Unless the obligation is satisfied within fifteen days after warning the membership may be terminated by Board action. When a membership is terminated, notice shall be given, in writing, together with a closing statement of the remaining balance due.

ARTICLE VI

(as amended: December 5, 2017)

BOARD OF DIRECTORS: The control and management of this Association shall be vested in a Board of Directors, consisting of not less than eight members, including the immediate Past-President.

Six members shall be elected by a vote of the membership at large and their terms shall be arranged so that two vacancies, at least, occur for an eighteen months term and are subject to being filled, by election, every six months. A board member elected to an eighteen months term is not eligible to succeed himself. There must be a six months waiting period between retirement and re-election.

Two members, the Secretary and Treasurer, shall be voting members, appointed by the Board of Directors at their organization meeting, for the six months term.

Any vacancies occurring on the Board other than the normal retirement shall be filled by two-thirds vote of the Board of Directors and the appointment shall be for the remaining term. The Board shall have the power to retain an Executive Director, as the Manager of the Association, and to establish and maintain a headquarters office through which Association business shall be handled. At the option of the Board of Directors the Executive Director may also serve as Secretary when a member of the Association. Five members of the Board shall constitute a quorum and, at any meeting, a majority of those in attendance shall have power to act. The Board shall hold regular meetings at least once a month and such special meetings as the interest of the Association shall require. Special meetings shall be called by the President or the Executive Director, at the request of three or more Directors or at the request of one-fifth of the membership, by reasonable notice to each Director. A board member may give a proxy for a single board meeting to a previous board member.

ARTICLE VII

(as amended: December 14, 2004)

OFFICERS: There shall be a President, Vice President, Secretary and Treasurer who shall be chosen in the following manner.

The President and the Vice President must be duly elected members of the Board of Directors. They shall be elected by a majority of the Board at a meeting immediately following the semi-annual elections. They shall serve for a term of six months and hold office until their successors are duly elected and qualified. However, neither shall hold office for more than two consecutive six months terms.

The Secretary and the Treasurer as prescribed in Article VI of these By-Laws, shall be appointed by the Board of Directors at their organizational meeting and shall serve for a term of six months. They may succeed themselves at the will of the subsequently elected Board of Directors, however, no such individual shall be appointed to serve for more than three consecutive six month terms.

DUTIES: The President shall preside at all meetings of the Board, appoint all committees, and shall have a vote on all Association matters.

The Vice-President shall in the absence of the President, have all the powers and perform all the duties vested in the President.

The Treasurer shall be responsible for verification, at regular intervals, of all financial transactions of the Association handled by the Executive Director. He shall be a member of the Budget and Finance Committee and shall present a financial report to the Association at least quarterly.

The Secretary (Executive Director) shall; (1) Keep full accurate minutes of all meetings of the membership and Board of Directors and such records of all correspondence. (2) Preserve and maintain a correct roll of members. (3) Be the custodian of such other records and property as may be entrusted to him. (4) Distribute to the members in effective form and manner information of value concerning leads submitted by members and keep a full record of same and results reported there from. (5) Issue and sign checks with the President, or Vice-President or Treasurer as authorized by the Board of Directors. (6) Perform such other duties as may be required by the President under the authority of the Board of Directors or the By-Laws.

ARTICLE VIII

(as amended: December 5, 2017)

COMMITTEES: The following standing committee may be appointed by the President at the time of his installation. (1) Acquaintance, (2) Attendance, (3) Budget and Finance, (4) House, (5) Inter-Association, (6) Leads, (7) Membership and Education, (8) Program. Each committee to serve no longer than six months. Special committees shall report to and be subject to the Board of Directors. No committee shall incur any financial obligation without authorization of the Board of Directors.

ARTICLE IX

MEETINGS AND QUORUMS: Regular weekly meetings of the membership shall be held each Tuesday except on holidays, at 7:00 a.m., provided there shall be no morning meeting on days when evening meetings are held. Semi-annual meetings, for members only, shall be held in June and December of each year for the purpose of election of Board members and other items of business which require membership participation. Two-thirds of the members, in good standing, shall constitute a quorum at any meeting. Reasonable notice of such meetings shall be communicated to the membership by the Association's office.

ARTICLE X

(as amended: December 5, 2017)

ELECTIONS AND INSTALLATIONS: All officers shall hold their respective positions for a period of six months. The first administrative period shall commence on the first Tuesday in January to the first Tuesday in July, and the second from the first Tuesday in July to the first Tuesday in January. On the first Tuesday in November and May, respectively, the President may appoint a committee of five members in good standing to nominate candidates for the two eighteen month terms on the Board of Directors, which will become vacant January 1, and July 1, respectively. The chairman of the committee shall be selected by the committee, who shall not be entitled to vote unless in case of a tie as to any nominee for office. The report of the nominating committee shall be received on the first Tuesday in June and on the first Tuesday in December. Additional nominations may be made from the floor at this meeting. However, no member may be nominated from the floor unless he be present at the meeting. Regular Association elections shall be held on the second Tuesday in June and the second Tuesday in December of each year. The new officers and Board members shall be installed as soon after their election as shall be practical.

ARTICLE XI

(as amended: December 5, 2017)

ATTENDANCE: Three consecutive unexcused absences automatically places the membership of the business/firm, in a delinquent status and a 100.00 fee may be assessed. The member will be notified in writing by the Executive Director of their delinquent status. Payment of the assessment must be made within 30 days for reinstatement. Otherwise, the membership will be terminated and the

classification will be considered open. The reinstatement fee shall be placed directly in the social budget. A maximum of six excused absences shall be recognized during any quarter. Member firms must be represented at twenty meetings or more during any twelve month period by designated representative.

(See Article IV of these By-Laws for definition of “designated representative.”) Illness, family emergency or business away from the city constitutes an excused absence when the Executive Director is so notified. Notification must be given to the Executive Director before the meeting or within 7 days following the missed meeting.

Attendance at the Board meetings, at Educational or other meetings sponsored by the Association, or attendance at other executives’ association meetings may be considered as make ups when the Coordinator is so notified. Confined illnesses, extended travel or personal problems confronting members shall be considered individually by the Board of Directors.

ARTICLE XII

RULES OF ORDER AND AMENDMENTS: Robert’s Rules Of Order shall be the parliamentary guide for the association. These By-Laws may be amended by a vote of two-thirds of the members present at any meeting, provided however, that reasonable notice shall have been given to the member of the proposed amendment and of the meeting at which it is to be considered.

ARTICLE XIII

TERM OF EXISTENCE AND PROPERTY: This Association shall remain in existence until such time as two-thirds of its active members petition in writing to dissolve it. No member shall have any separate right, title or interest in the assets of the Association until it is duly and properly liquidated.

ARTICLE XIV

(as amended June 23, 1970)

EXPULSION: In view of Article II of these By-Laws, any member who shall be guilty of conduct inconsistent with objects of this Association or is guilty of conduct inconsistent with the ethics of his business or profession shall be deemed

a member in violation of the bylaws. If a member firm is adjudged a bankrupt, membership in this Association will be terminated.

In any such case, the Board of Directors shall act as the Grievance Committee and shall be vested with full power to deal in such situations. In acting as such Grievance Committee, the Board may hold private or open hearings; may receive oral or written testimony; and may take any and all action it deems necessary under the circumstances. In all decisions under this article the majority vote shall be binding and decisive.