

ARTICLE I

Principal Office and Registered Agent

Section 1: Name

The name of the organization is HBBA, Inc. The organization is a Wisconsin non-stock corporation formed pursuant to the authority and provisions of Chapter 181 of Wisconsin Statutes without stock and not for profit.

Section 2: Principal Office

HBBA, Inc. (here-in-after "HBBA, Inc." or the "Corporation") shall maintain a principal office in the State of Wisconsin which shall be located in Brown County. The Corporation may have other offices either within, or outside the State of Wisconsin, as may be designated from time to time by resolution of the Executive Board of Directors.

Section 3: Address of Registered Agent

The Corporation shall maintain a registered agent in the state of Wisconsin whose address may be, but need not be identical to that of the principal office of the Corporation. The current registered agent and address is Candace Kocken at 532 Martin St. De Pere, WI 54115. The identity and address of the registered agent may be changed from time to time by resolution of the Executive Board of Directors and filing of a statement with the Wisconsin Department of Financial Institutions or other appropriate agency pursuant to the provisions of Wisconsin Statutes. (See Sub-Section 1 for detailed instructions on changing and filing).

ARTICLE II

Membership and Purpose

Section 1: Purpose and Mission

HBBA, Inc. is a business collaboration group that focuses on creating business opportunities through building effective business networks, continued education, promotional opportunities, and strategic partnerships. HBBA, Inc. has developed a positive, supportive, and structured environment, while at the same time offering each Chapter the flexibility to create its own imprint for success. To accomplish the mission, HBBA, Inc. will grow internally, and externally through strategic partnerships within our communities. HBBA, Inc. recognizes that to be successful we must continually strive to support our communities as we support each other.

Section 2: Eligibility

Membership in HBBA, Inc. shall consist of individual Chapters. Chapters consisting of persons, firms, organizations, and corporations interested in networking and growing their business, that meet the requirements set forth by the Executive Board of Directors may then become a member of the Corporation after a 2/3 approved vote by the HBBA, Inc. Board of Directors. The Chapter(s) will then be organized and governed by District Boards of Directors.

Section 3: Chapter Application

All applications for a chapter membership shall be submitted in writing or approved electronic methods to the President of HBBA, Inc. Said application, if voted on and accepted, constitutes an agreement on the part of the chapter to adhere to all by-laws, policies, and procedures adopted or amended by the Executive Board of Directors of HBBA.

Section 4: Termination of Chapter Charter Membership

A member Chapter membership may be terminated for the following reason(s):

- a) Resignation of membership. Any Chapter may resign from the Corporation.
- b) Non-payment of Membership dues within 3 months of the January 1st deadline.
Membership may be ended for non-payment of dues as required by the HBBA, Inc. Executive Board of Directors or the requirements of the individual Chapter.
- c) Detrimental Conduct to the Corporation. A Chapter Membership may be terminated for conduct contrary to the mission, by-laws, or policies of the Corporation as determined by a two-thirds (at least 66% of eligible voters) majority of the Executive Board of Directors. This determination is in the sole discretion of the Executive Board of Directors based upon the evidence presented by any individual in or outside of HBBA, Inc. The determination of the Executive Board of Directors is final and not subject to appeal. Termination of a Chapter membership may be initiated and seconded by only members of the HBBA, Inc. Executive Board of Directors.

ARTICLE III

HBBA, Inc. Membership Dues

Membership dues will be established by the Executive Board of Directors as necessary. Membership dues must be paid in full to remain a Member of HBBA, Inc. in good standing. Only Members in good standing shall be entitled to vote at HBBA, Inc. meetings.

ARTICLE IV

Voting

The Corporation shall be managed and operated by an Executive Board of Directors elected by the Member Chapters. Each Chapter in good standing, and having paid their HBBA, Inc. membership dues shall have a vote in the election of the Executive Board of Directors. Each January, the Executive Board shall notify the Chapters of any positions open for election and request nominations from each Chapter each February, the Executive Board shall notify the Chapters of any nominations and provide ballots for elections shall be made available to the members. Each Chapter shall have one vote for each contested election/vacancy on the Executive Board of HBBA, Inc.

Ballots shall be received by designated members of the Board of Directors set by the President of HBBA, Inc., compiled and results disclosed at the Annual April meeting and the Executive Board shall notify the Members of the results thereof. Director positions shall begin immediately with new Executive Board members assuming their voted role by the first Executive Board meeting in May.

ARTICLE V

Executive Board of Directors

Section 1: Description and Purpose

The affairs of the Corporation shall be managed by the Executive Board of Directors of HBBA, Inc. The Executive Board of Directors shall be comprised of a President, Vice President, Secretary, Treasurer, Events Director, Chapter Development, 2 General Members, and a President Emeritus. The Executive Board of Directors positions noted above shall be filled with representatives from the general membership. No person may serve in more than one capacity at the same time. The Executive Board of Directors shall promote the mission and purpose of the Corporation. Executive Board members are required to hold their seat for no less than 2 years per chair. They may not hold the same chair for in a 3rd election term, unless they are being run unopposed in the election process as outlined in Article IV Voting. General Members chair positions are to be elected every other year to maintain consistency within the Executive Board of Directors of HBBA, Inc.

Section 2: Executive Officers of HBBA, Inc.

The officers of the Corporation are the President, Vice President, Secretary, ~~and~~ Treasurer, Events Director, Chapter Development, 2 General Members, and a President Emeritus. These officers are elected during the month of April as described by Article IV Voting. The officers and their duties shall be as follows:

1. **President**

- a. The President shall preside at all meetings of the Executive Board and shall have general supervision of the affairs of HBBA, Inc.
- b. He or she will execute, on behalf of the Corporation, all contracts, deeds and conveyances, and other instruments in writing that may be required or authorized by the Executive Board for the proper and necessary business of HBBA, Inc., except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute to some other officer or agent of the Corporation. Such as agenda's for the Executive Board and President's meetings.
- c. The President shall perform all duties incident to the office of President and shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- d. The President shall appoint all the Standing, Administrative and *ad hoc* committees as authorized by these Bylaws. (Ratification of Standing and Administrative Committee appointments is required by a quorum of the Executive Board.)
- e. The President is a non-voting ex-officio of all committees. The President is a non-voting member of the Executive Board and is only granted voting privileges in the case of a tie.
- f. The President or his designate will be the authorized spokesperson for HBBA, Inc.
- g. The term of President is for two years and elections shall fall on odd numbered years.

2. **Vice President**

- a. The Vice President shall preside at all meetings of the Executive Board in the absence of the President, and shall perform such duties as may be assigned by him or her by the President.
- b. The Vice President shall oversee any of the Director positions or committees formed by the Directors except the President.
- c. The Vice President shall fill the role of a General Member in the event of a vacancy until a person is elected to fill said role.
- d. The Vice President shall oversee any individual chapter committees that pertain to the use of the financials of HBBA, Inc. for the benefit of HBBA, Inc.
- e. The Vice President shall send out any correspondence to the members of HBBA, Inc. in the event the Secretary is unable to.
- f. The term of Vice President is for two years and elections shall fall on even numbered years.

3. **Secretary**

- a. The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books and/or digitally.
- b. The Secretary shall be the custodian of the corporate record book.
- c. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. The Secretary shall keep a register of the post office address of each Director and officer, be responsible for all correspondence of the Board of Directors and in general perform all duties incident to the office of the Secretary.

- e. The Secretary shall keep the registered or principal office correct and complete books and records of account. All books and records of the Corporation may be inspected by the duly authorized members of the Board of Directors at any reasonable time.
- f. The Secretary shall perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.
- g. To send e-mails/correspondence to all members of HBBA, Inc. in collaboration with any Director of the Board.
- h. The term of Secretary is for two years and elections shall fall on even numbered years.

4. Treasurer

- a. The Treasurer shall be responsible for overseeing all of the fiscal affairs of the Corporation in a timely manner no longer than 3 days before a due date.
- b. The Treasurer shall be listed as an authorized signer on all HBBA, Inc. Chapter Checking accounts.
- c. The Treasurer shall chair the Budget and Finance Committee, and hold, at a minimum, one training meeting annually for all Treasurers of HBBA, Inc. serving an individual chapter. Said meeting shall take place no later than November of any given year.
- d. He or she shall see that an annual budget is prepared and presented to the Executive Board for its review and approval.
- e. The Treasurer is responsible for bookkeeping and accounting of the Corporation's assets and shall make a monthly report of receipts and disbursements to the Executive Board.
- f. Procedures shall be carried out according to generally accepted accounting procedures (GAAP).
- g. He or she shall present a fiscal report at the annual meeting of the Corporation.
- h. The term of Treasurer is for two years and shall fall on odd numbered years.

5. General Members

- a. The General Members shall serve as the first point of contact for resolution of grievances at the Executive level.
- b. These person's are the senior grievance resolution person in HBBA, Inc., in cases where the General Member of an individual chapter is unable to resolve a grievance or cannot be objective. The complaint may be referred to the Executive Board for final resolution.
- c. The General Members are required and expected to know the by-laws of HBBA, Inc. and/or keep a copy of the by-laws on their person.
- d. All conflict resolutions completed by the General Members are final and no appeal may be made.
- e. General Members have the discretion to suggest a ban of an individual member or chapter of HBBA, Inc. with a 2/3 vote by the Executive Board of HBBA, Inc. when the Executive Board is presented with a factual and just case by the General Member(s).
- f. The term of the General Members is two years and shall fall on odd and even numbered years with General Members rotating out accordingly to leave no gap of representation.

6. Event's Director

- a. To plan and host a minimum of 2 major events during a given year with one event being the Annual Meeting.
- b. To be the liaison of events on the website and adding accordingly when event guidelines (See sub-section 2: Event Guidelines) are fulfilled and approved by the Executive Board of Directors via in-person or digital resolution.
- c. The Event's Director is required to mass e-mail an upcoming event(s) in the next month in correspondence with the Vice President and/or Secretary.
- d. The Event's Director has the ability to call on Chapter(s) in order to request volunteers to help plan, run, and clean-up events as needed.
- e. The term of the Event's Director is two years and shall fall on odd numbered years.

7. Chapter Development

- a. The Chapter Development Director is to meet with any individual, virtually or in-person, interested in starting a new Chapter within HBBA, Inc.
- b. The Chapter Development Director is to meet with the President, virtually or in-person, at a minimum once a quarterly.
- c. To visit a new chapter meeting in-person within a 75 mile radius or virtually. Said decision is up to the Chapter Development Director.
- d. To provide any new Chapter with leadership, recruiting, and event materials deemed fit for said Chapter.
- e. To report quarterly on the success/failure of a new chapter for the 1st year of said Chapter(s).
- f. The term of the Chapter Development Director is two years and shall fall on even numbered years.

8. President Emeritus

- a. The President Emeritus is the most recent President of HBBA, Inc. whom no longer holds an Executive Board position and has been requested by the current President to remain as a historical voice of HBBA, Inc.
- b. The President Emeritus may be called upon by the President to give historical facts to help maintain consistency between elections.
- c. The term of the President Emeritus is up to 6 months. It may be deemed less by the President of HBBA, Inc. as he or she deems fit.

Section 3: Powers and Duties:

The Executive Board of Directors, in order to maintain consistency and uniformity, shall have the following executive powers and duties and limited Chapter powers and duties:

- a) Uphold the Articles of Incorporation and By-Laws;
- b) Interpret, Develop, and Enforce the policies and procedures;
- c) Set the policies which shall govern the Corporation, consistent with the laws of the Chapter's State, the Articles of Incorporation, these By-Laws and the general mission and purpose of HBBA Inc.
- d) Develop and approve the annual budget, and secure the funds necessary to achieve the mission and goals of the Corporation.
- e) Review and approve the annual goals, objective, long-range plans, and organizational priorities.
- f) Interpret and promote the mission and programs of the Corporation to its constituents and to the larger community.

- g) Employ legal counsel when necessary or on an as-needed basis.
- h) Call regular and special meetings as needed.
- i) Hold emergency Chapter Board of Directors elections, if the Executive Board of Directors finds reason to believe that the Chapter Board of Directors is failing to uphold the mission, purpose, and image of the Corporation. The Executive Board of Directors may remove individual(s) or the entire Chapter Board of Directors and refill the vacant positions. Prior to an emergency election, the Executive Board of Directors shall:
 1. Conduct an investigation with no less than three (3) Executive Board of Director members not affiliated with the Chapter, under investigation, with use of at least one General Member.
 2. Conduct audits of Chapters. The Executive Board of Directors may ask for current member lists, collected dues from members, generated revenue and accrued expenses. The Chapter Board of Directors shall provide the requested information within thirty (30) days.

Section 4: Vacancies:

Executive Board of Director vacancies that occur during the period that constitutes a full term shall be filled by a simple majority vote of the remaining members of the Executive Board of Directors. The Executive President shall present nominee(s) to the Executive Board of Directors to fill vacant positions. In the absence of the President, the Vice President shall assume the role of President. In the absence of both the Executive President and Vice President then the Secretary, Treasurer in that descending order, shall assume the role of Executive President.

Section 5: Removal:

A member of the Executive Board of Directors, by a two-thirds (66%) vote of the Executive Board of Directors may be removed. Removal of an officer or Executive Board of Directors member may be for anyone (1) of the following reason(s), provided the accused has been given an opportunity to answer written charges:

- j) Absent (unexcused) for three (3) meetings per fiscal year (April to April). After 2 unexcused meetings, there will be a verbal warning by the President/General Member to the individual. If another meeting in the same fiscal year is missed, an Executive Board vote will take place to remove said individual from their position.
- k) Excused absences are defined by a quorum vote of the Executive Board, and can be indefinite.
- l) Convicted of an offense involving moral turpitude or convicted of a felony while in office.
- m) Failure to perform the duties of the office or in any case where the Executive Board may determine that person will be unable to adequately perform the duties of their position.

ARTICLE VI

Meetings

Section 1: Number of Meetings and Location:

The Executive Board of Directors will hold regular open monthly meetings for any current HBBA, Inc. member. There shall be regular meetings of the members during the year, held at such times as the Board of Directors shall determine.

Section 2: Notification:

Notice of the Executive Board of Directors meetings of the Corporation will be posted at least fourteen (14) days prior to the day such meetings are to be held. Executive Directors shall be notified of special meetings at least forty-eight (48) hours in advance of such meetings.

Section 3: Executive Board Voting.

All decisions of the Executive Board of Directors shall be made by a majority vote unless otherwise provided. All members of the Executive Board, with the exception of the Executive President, may cast one (1) vote on decisions being made. The Executive President shall cast a vote only in the event of a tie vote of the other members. Members may cast their votes in person, electronically or via proxy.

Section 4: Quorum.

A minimum of two-thirds (at least 66% of eligible voters) in good standing on the Executive Board shall constitute a quorum at any regular or special meeting. Physical presence may not be required and attendance may be authorized through electronic technology or other mediums authorized by the Executive Board.

Section 5: Procedures:

Robert's Rules of Order will be the final authority for all questions or procedure at any and all meetings of the Corporation.

ARTICLE VII Committees

Section 1: Standing, Administrative and *ad hoc* Committees:

The Executive Board may establish standing committees as deemed necessary in the normal course of business. Standing Committees are subject to a majority vote of the Executive Board.

Section 2: Purpose:

Committees are established to fulfill the mission, goals and objectives of the Corporation; therefore, all committee plans and budgets must be coordinated through the Executive Board.

ARTICLE VIII Amendments

These By-Laws, once approved shall supersede any and all previous By-Laws of the Corporation.

Section 1: Direct Action.

The By-Laws of this Corporation may be amended or repealed by a membership vote by the majority present and voting at any meeting thereof with a quorum, so long as any amendment or repeal of these By-Laws is consistent with the laws of the State of the Chapter.

ARTICLE IX Dissolution

If for any reason this Corporation is dissolved, any assets remaining after meeting all financial obligations of the Corporation shall be distributed, by action of the Executive Board, to an agreed upon, recognized 501 (c) nonprofit organization(s) serving within the State of Wisconsin.