

**Council Bluffs Business Connection, LLC
a Limited Liability Company**

The undersigned, as signatories to this Agreement, do hereby enter into this Operating Agreement, at Council Bluffs, Pottawattamie County, Iowa effective this 29th day of May, 2014, under the name style of Council Bluffs Business Connection, LLC, a Limited Liability Company, (the "CBBC").

OBJECTIVE

CBBC is a community network group that strives to assist all of its members with reaching their growth and business goals through community involvement and connections.

VOTING

The members agree to mutually undertake the responsibilities for the Company (CBBC) business and in that regard, each shall have a contributory responsibility of time and effort to CBBC. CBBC decisions and actions shall be decided by a "majority in interest" of the members, at meetings regularly scheduled, with notice to all members. The "majority in interest" will mean fifty-one percent (51%) or more.

Quorum: No fewer than 60% of all group members shall constitute a quorum for the transaction of business at General Membership Meetings. If less than such a majority of members is present at a meeting, the voting business at hand shall be tabled until the next scheduled meeting.

If a quorum is present when a vote is taken, then the affirmative vote of (51%) of the General Members present shall be the act of the General Membership. NOTE: In order for a substitute to vote on an issue, they must be an employee of the business they are representing.

ARTICLE I. MEMBERS

Section 1. Membership:

The CBBC shall have members and membership will be open to individuals 18 years of age or older who apply for membership, are accepted by the current general membership with a maximum of one "no" vote and pay the dues required as set forth hereafter.

All members of CBBC must also be a member of the Council Bluffs Chamber of Commerce. (If they are not already a member of the Chamber, then they need to join the Chamber before coming to their first meeting of the CBBC.)

Section 2. Application Process for New Members:

1. A candidate can visit a CBBC meeting up to two times.
2. If the candidate would like to apply for membership, they would submit an application to the President for review, along with a \$200 check made out to CBBC. The candidate also needs to sign off that they have received and read a copy of the Operating Agreement.
3. The application gets sent to the Membership Committee for review and three things happen at once:
 - A. The Vice President sends out an email to the group telling them about the Candidate and alerting the group that the candidate will be coming to the next scheduled weekly meeting (currently set for Thursdays at 7:30 am) to speak further about their business and answer any questions. Group members should immediately contact anyone on the Membership committee to voice any concerns or questions they might have about the candidate so that those concerns/questions can be addressed with the candidate the following scheduled meeting when they attend.

- B. The Vice President assigns one of the committee members the task of checking references on the Candidate and confirm Chamber of Commerce membership before the following scheduled meeting.
- C. The Vice President invites the Candidate to the following scheduled meeting and instructs them to prepare a slightly longer presentation about themselves and their business and be ready for any questions.
4. The candidate is present at the following scheduled meeting.
 5. After the meeting, the Vice President sends out a final email asking for any last minute questions or concerns that have arisen and gives a due date based on the next scheduled Membership meeting.
 6. The Membership/Sponsorship Committee then meets and discusses all the info and references and decides whether or not to bring this Candidate to the whole group for a vote.
 - A. If the Membership/Sponsorship Committee has decided that the Candidate's application will NOT be moving forward, then the Vice President will send out an email to the group explaining the circumstances of why not.
 - B. If the Membership/Sponsorship Committee has decided to bring the Candidate's application forward to the group, then at the next scheduled meeting the following will occur:
 - The Candidate's application is presented to the group for a vote.
 - The vote will be done by paper ballot
 - Two current members will tally votes that day
 - As previously noted in this Operating Agreement, "The CBBC shall have members and membership will be open to individuals 18 years of age or older who apply for membership, are accepted by the current general membership with a maximum of one "no" vote and pay the dues required as set forth hereafter."
 - If there are two "no" votes, then the Candidate is denied and the President will notify the Candidate and return their \$200 check.
 - If someone chooses to abstain, then that is their final vote: it is not a "no", nor a "yes" vote; it is simply an abstention
 - If the vote passes to allow the candidate in, then the President will follow up with the new member and let them know that they were accepted.
 - The new member will be asked to attend the following meeting and meetings there after.

Section 3. New Member Orientation:

All new members shall complete a new member orientation. This is done with someone from the Membership/Sponsorship Committee through a 121. The areas of focus will be group expectations and guidelines, meeting format, entering statistics, mastering the 60 second commercial and feature presentations. The new member will receive a binder containing CBBC meeting agenda, policies and current members' business cards.

Section 4. Membership Fees:

- Membership fees shall be determined by the general membership from time to time and shall be initially set at \$200.00 per business per year. Dues shall be paid at the time of joining the group and will be due each year thereafter on the 1st of the month the business originally joined. Dues must be paid in full, no partial payments will be allowed. As of the 30th of the month the dues will be considered late. The business will receive a notice of delinquent dues and given a 10 day grace period to make the payment. If dues are not received by the end of the grace period the business/individual membership shall be terminated. If a membership is terminated and the member would like to reapply; they can do so immediately, however they are subject to the same voting procedure as if they were a new member. Dues are nonrefundable.

• A budget will be determined every six months based on what is in the checking account as of January 1 and July 1 and then allocated as follows:

40% to Sponsorship/Membership Expenses

20% to Network/Party Expenses

20% to Operating Expenses

20% kept for reserve

This budget will be announced by January 15th and July 15th so that the committees and members know what their budget will be for the upcoming semester.

Section 5. Point Totals Expectation:

In order for a member to remain in good standing a certain number of points needs to be accrued per six month period. For 2022 those totals will be 15 for January thru June, and 20 points for July thru December 2.

Members who do not earn the required number of points in any given six month period will have their membership terminated.

New members that join the group partway through a six month period are only responsible for the full months they have become a member. The point system would be prorated for the full months they are members.

Section 6. Attendance:

Members are expected to attend weekly meetings. Members are allowed to have a substitute at meetings they cannot attend. When possible, the substitute should be someone that directly knows your business such as an employee or customer but can be anyone of your choosing. If you do not have a possible substitute, the CBBC sometimes has a substitute list. If using a substitute from the list, you are expected to pay the substitute a fee that will be determined from time to time by the membership and shall be initially set at \$20.00. **Members are allowed to miss four meetings in a six month period running (January through June) or (July through December) without any negative consequences.** More than four absences in the six month period will result in 2 POINTS being REMOVED from the member's point total for each absence after four. When a new member joins the group, the absences allowed will be prorated. You can request a leave of absence for long term issues. See more on Leave of Absence later in this Agreement.

Section 7. Referrals

The definition of a quality, actionable referral may change from time to time but shall be initially set as one that has a reasonable expectation of new or additional business. It must contain the referral's name, contact info, and a brief explanation of the nature of the referral. **A referral entered is worth 1 POINT.** If the referral results in actual business and a closed business is entered, then **the referrer earns 2 EXTRA POINTS.**

Example: If Anne gives Alisa a referral for flowers for a funeral, Anne would earn 1 point and when Alisa turns in the closed business for that money she just earned, then Anne will get 2 extra points for the closed business.

Section 8. Networking Events

The definition of a networking event may change from time to time but shall be initially set as an event that you attend specifically for the purpose of networking. In order for an event to be considered a Networking Event you must be able to check 3 out of the 5 criteria listed below:

_____ Event is hosted by the Chamber of Commerce.

_____ Event has at least 10 people attending it.

_____ Event lasts at least 20 minutes long.

_____Event gives the opportunity for people to walk around and meet and chat with other people there for the purpose of networking and talking about business.

_____Event is a Community Networking group such as Rotary, Optimists, or Trade Organizational Meeting. As long as the event meets at least THREE of the criteria above, it would be considered a Networking Event and can be counted towards your monthly stats.

Attending a networking event earns 1 POINT.

Section 9. OnetoOne

The definition of a 121 may change from time to time but shall initially be set as a conversation/meeting between **no more than four** CBBC members where they discuss the nature of one or all of those members' businesses. **Conducting a quality 1 to 1 earns 1 POINT.**

Section 10. Bring a Guest to the Meeting

A member may bring a guest to any meeting. Guests can only come twice though in any given six month period. **Bringing a guest earns a member 1 POINT and can only be counted once even if that same guest attends two meetings.**

Section 11. Designated Events

Designated Events are those events designated by the President in which attendance by CBBC members is highly encouraged to promote the interests of the group. **Attending a designated event will earn 1 POINT entered by each member attending the event and 1 POINT entered directly by the secretary. This makes a designated event worth 2 TOTAL POINTS.**

Section 12. Entering Statistics:

The member shall completely enter a statistic for each referral given as well as for each 121, closed business, guests and networking events attended. It is very important to enter stats thoroughly and in a timely manner to insure that our reports are up to date. If you receive a referral that results in closed business, you are responsible for entering a closed business "Thank You" stat.

Section 13. Statistics:

- Statistics will be available online on a continuing basis so each member can review them at any point. The Vice President will pass out a Stat Total Sheet at the end of the month for an "in-meeting" review. Mentors will be made available upon request, for any member seeking assistance.
- **Members who do not earn the required number of points in any given six month period will have their membership terminated.**
- If a membership that was purchased by a business has to change representatives, the new person will inherit the statistics of said membership and is held accountable to making the minimum requirements for said membership to remain active. In a case where the new representative has not made the minimum requirements during their active weeks, the Membership Committee may bring a vote to the general membership to allow the membership to remain active. Vote must pass by 51% of Quorum present at the meeting.
- All members should review their point totals on a regular basis. Any discrepancies in point totals should be brought to the attention of the Vice President or the IT officer as quickly as possible.

Section 14. 60 Second Commercials:

Each CBBC member shall be given 60 seconds at weekly meetings to promote their business. This time is to be used to inform other members of how they can assist you in business affairs. Under no circumstance should this time be used to promote personal interests, additional business ventures, or any other outside activities.

Section 15. 10 Minute Presentation:

Each CBBC member shall be given an opportunity to make a 10 minute presentation about their business every so often at the regularly scheduled meetings. This presentation will be on a rotational basis throughout the membership and can be about any and all aspects of their business with the intent of further educating the membership about the presenter's business. It can also include biographical information about the business owner to help the group become better acquainted with the member.

Section 16. 15 Minute Round Table:

Each CBBC member shall be given an opportunity to lead a round table discussion on the topic of his or her choice with the intent of engaging all members on a variety of business topics. This chance at leading a round table discussion happens on a rotational basis also.

Section 17. Announcements:

Members may request to make an announcement about a non business related event, charity or other outside activities. The request must be made to the President **prior** to the start of the weekly meeting. The President will have total discretion as to what may be announced on a weekly basis. Announcements will be made at the end of each weekly meeting as noted in the agenda.

ARTICLE II. OFFICERS

The officers of the CBBC shall consist of a President, Vice President, Secretary, Treasurer, and Information Technology (IT) Officer.

ELECTIONS:

Section 1: Appointment and Term of office:

- An **Election Committee** consisting of two individuals will be appointed by the general membership on the first Monday of May each year. These two individuals will be responsible for making the election ballots, sending absentee ballots to those members who are eligible, accepting the absentee ballots and counting the ballots at the election meeting. These individuals may **not** be running for President or considering acceptance of the Vice President, Secretary, Treasurer, or Information Technology Officer.
- Absentee ballots must be requested in writing, including the reason for the absentee ballot, no later than 5 pm on the Friday preceding the election. Absentee ballots must be received by one of the members of the Election Committee no later than 5 pm on the Wednesday preceding the election.
- The membership shall elect the President at the Annual Meeting that is regularly scheduled to be on the first scheduled meeting in June each year.
- The President shall appoint the Vice President, Secretary, Treasurer, and IT Officer. Each officer shall hold office until June 30th of the following year or his or her resignation or removal from office.

President:

The President is subject to the direction of the membership and shall be responsible for the following duties. They shall:

- Be the chief executive officer of the CBBC, manage the affairs of the CBBC, and preside at meetings of the general membership.
- Appoint the Vice President, Secretary, Treasurer, and IT Officer.
- Have signing power on all CBBC bank accounts.
- Be responsible for the CBBC banner and any equipment of the group.
- Oversee the Election Committee.
- Communicates any terminations of membership to the member.
- Whenever a visitor comes to the group meeting and wishes to be considered for membership, the President will give the Candidate an application and a copy of the Operating Agreement before they leave the meeting.
- In the event that the Vice President cannot attend a Membership/Sponsorship meeting or a Networking/Party meeting, then the President needs to attend in their place and have the same voting privileges as the VP would have had. The President is the tie breaker on the two committees when needed for voting due to one of the other members having to recuse themselves for some reason.
- Be responsible for any other duties as assigned by the general membership.

Vice President: The Vice President is subject to the direction of the membership and shall be responsible for the following duties. They shall:

- Assist the President in the administration of the CBBC's affairs and shall perform the duties of the President in his or her absence and, when so acting, shall have all the powers of the President.
- Lead the Membership/Sponsorship Committee and also the Networking/Party Committee based on overall membership size. The Vice President will also appoint the members at large to those two committees.
- Print out the Stat Total Sheet for each member and distribute it at the last meeting of each month.
- Be responsible for any other duties as assigned by the general membership.

Treasurer:

The Treasurer is subject to the direction of the membership and shall be responsible for the following duties. They shall:

- Have charge of and be responsible for all monies and securities of the CBBC.
- Have signing power on all CBBC bank accounts.
- Receive and give receipts for moneys due and payable to the CBBC from any source.
- Deposit all moneys of the CBBC in the name of the CBBC, in the CBBC's financial accounts.
- Keep or cause to be kept regular books of account for the CBBC.
- Send out invoices to members for dues payment at least one month prior to their being due to the CBBC.
- Keep account of all credit due members based on officer positions and other circumstances as they arise.
- Be a member of BOTH the Membership/Sponsorship Committee and the Networking/Party Committee.
- Be responsible for any other duties as assigned by the general membership.

Secretary:

The Secretary is subject to the direction of the membership and shall be responsible for the following duties. They shall:

- Take minutes at meetings and keep a record of said minutes for review. The minutes shall be printed out and maintained in hard copy form in the secretary binder. The minutes will also reside on the Google drive.
- Maintain the rotating calendar for the 10 minute presentations, the 15 minute round tables and guest

speakers at meetings.

- Get any necessary information to the Chamber of Commerce representative in charge of our group page on the Chamber website.
- Be a member of the Network/Party Committee.
- Be responsible for any other duties as assigned by the general membership.

Information Technology (IT) Officer:

The IT Officer is subject to the direction of the membership and shall be responsible for the following duties. They shall:

- Maintain the CBBC website and facebook page.
- Be responsible for keeping accurate statistics of membership including attendance, referrals, closed business and other statistics as indicated by the membership.
- Make the monthly statistics available to the general membership by the 15th of following month. Members shall have until the 30th of the following month to request a review of their statistics if they feel there is an error. After the 30th of the month the statistics will stand as recorded.
- Be responsible for any other duties as assigned by the general membership.

Section 2. Resignation:

An officer may resign at any time by delivering written notice of his or her resignation to any remaining officer. The resignation of the officer is effective when the notice is received unless the notice specifies a later effective date.

Section 3. Vacancies:

If a vacancy occurs in the President's position, the Vice President shall automatically take over the President's position until the end of the current term. If a vacancy occurs in the Vice President, Secretary, Treasurer, or IT Officer, then the President shall appoint a replacement to serve until the end of the current term.

Section 4. Compensation:

Member businesses that allow their employee to spend the time required to perform the duty of an officer shall be compensated for their service to the CBBC by suspension of dues for the same number of months in office. Any officer that steps down from or is removed from their position prior to the end of their term, may at the discretion of the general membership, have this privilege revoked for their business. No monetary compensation shall be paid to the officers or member businesses in respect of their service unless previously voted on by the general membership.

ARTICLE III. COMMITTEES

Section 1. General:

The following standing committees are established in order to maximize involvement and participation of CBBC members: Membership/Sponsorship, Networking/Party, and Election (See ARTICLE II OFFICERS, section 1). Other special committees may be established by the officers or general membership of the CBBC.

Section 2. Committee Roles:

The purpose of all committees is to ensure that day to day functions and special events are completed in a timely manner. To this end, the committees working under a Chairperson are given the detailed responsibility of specific events and activities. The committees are expected to work closely with the officers on all projects and events.

Section 3. Membership/Sponsorship Committee:

- Shall be under the leadership of the Vice President
- The Treasurer will be one member and then there will be at least three other “members at large” This amount may change based on overall size of the group.
- Shall manage the Application for New Members process (See ARTICLE I. MEMBERS, section 2)
- Shall resolve any infractions or claims of misconduct (See ARTICLE IV. MISCELLANEOUS, section 6)
- Has the responsibility for the quality and quantity of the CBBC members
- Reviews statistics and follows procedures regarding them (See ARTICLE I. MEMBERS, section 9)
- Manages the Sponsorship Application process. (See ARTICLE IV. MISCELLANEOUS, section 5)

Section 4. Networking/Party Committee:

- Shall be under the leadership of the Vice President
- The Treasurer will be one member
- The Secretary will be one member
- There will be two other “members at large”
- Plans various networking events to promote the CBBC to outside individuals
- Works closely with the Chamber of Commerce on co-promoting CBBC and Chamber events
- Plans member only parties/activities to promote internal fellowship and goodwill

ARTICLE IV. MISCELLANEOUS

Section 1. Banking:

All funds of the CBBC shall be deposited into the CBBC checking account. All withdrawals therefrom are to be made upon checks which must be signed by one of the following: President, Past President, or the Treasurer.

Section 2. Fundraising:

The CBBC shall only organize fundraising for the CBBC in general or for a community service project. Under no circumstances shall the CBBC undertake fundraising for any individual, either a CBBC member or otherwise. If multiple members of CBBC are TRC volunteers and CBBC votes to purchase advertising, the incentive shall be equally divided between all member volunteers.

Section 3. Gifts/Memorials:

The CBBC shall in specific circumstances send flowers or gifts to individuals based on the following criteria: Hospitalization of a CBBC member, death of a CBBC member, their spouse, sibling, parent or their child. The amount to be spent shall be determined from time to time by the membership and shall be initially set at \$50.00.

Section 4. Leave of Absence:

Members will be able to request a leave of absence. A leave must be for a minimum of four weeks. A maximum of 12 weeks will be allowed in any 12 month period. During said leave the member must continue to keep the membership dues current.

• Attendance and objectives will not be tracked for said member during said leave and will not affect Point Total Expectations. Upon a member’s return, the Point Total Expectation will be based on the weeks the membership was active.

• During said leave the member cannot attend weekly meetings but is welcome to attend any group functions open

to the public. The member is allowed to vote by absentee ballot for President but not for any other CBBC elections that may take place while the member is on leave.

- All leave of absence requests must be submitted on the official leave of absence form to the President or Vice President. The leave of absence request will be presented to the entire group and a vote must be taken to approve the leave. The leave must be approved by 51% of quorum.
- If approved, the leave of absence will begin immediately or at a specified time in the future.
- Leave of absence requests cannot be retroactive.
- If at the end of a leave of absence a member requires more time, they may submit a request for an extension following the same rules as requesting a leave of absence.

Section 5. Sponsorships:

- The CBBC will support sponsorships that recognize the CBBC in a fiscal year (July 1 through June 30). The sponsorship budget (per fiscal year) will be set at no more than \$2000.00, and no single sponsorship will receive no more than \$500.00. The sponsorship amount will be taken out of the \$2000 budget at the time of approval.
- Any member may submit in writing, a recommendation of a sponsorship they feel the CBBC should support. The recommendation must be received by the Membership/Sponsorship Committee no less than 30 days prior to the event. The Membership/Sponsorship Committee will review all recommendations within seven business days and bring those they feel are the best fit for the CBBC to the general membership for a vote.
- In the event that the Membership/Sponsorship Committee decides not to bring a recommendation to the general membership, they will (in writing) inform the member who made the recommendation within seven business days of their decision. The letter will include the reason(s) the recommended sponsorship was not taken to the general membership.
- In the event that a member wants to support a cause that is not chosen by the Membership/Sponsorship Committee, they may request permission from the President to present the information during announcements. Solicitation of members during weekly meetings for money is strictly prohibited. Members can however, meet outside the meeting room either before or after the meetings, or through email, etc.

Section 6. Infractions or Misconduct:

- Any current member may submit in writing only (signed, dated and clearly written), within 60 days of the occurrence (or within 60 days of knowledge) of the stated infraction(s), to the Membership/Sponsorship Committee, a detailed statement regarding the alleged infraction(s) of the Operating Agreement or misconduct by any other current member. In any instance where a complaint is received from outside the group, the President will send a letter of apology/explanation to those concerned.
- The Membership/Sponsorship Committee will inform, by letter and email, the member of the alleged infraction(s) or misconduct against him or her. The member will be given ten days to provide a written response to the Membership Committee. If the member chooses not to respond within ten days, the Membership/Sponsorship Committee will move forward to a decision without the member's input.
- At the next scheduled Membership/Sponsorship meeting, after the ten day deadline, the Membership/Sponsor-

ship Committee will evaluate the alleged infraction and make one of the following decisions.

(i) **No Action** The alleged infraction has been evaluated by the Membership Committee and no action will be taken. Incident will not be taken to the general membership.

(ii) **Action** The alleged infraction(s) has been evaluated by the Membership/Sponsorship Committee and action is being recommended by a unanimous decision of the Membership/Sponsorship Committee. The specific action is entirely left to the decision of the Membership/Sponsorship Committee and can be up to and including termination of membership, pending a simple majority approval by the General Membership.

- If action is or isn't taken against a member for an infraction(s) of the Operating Agreement or misconduct, the member will be informed in writing within 30 days of the decision. The member who submitted the original statement of alleged infraction(s) or misconduct shall be informed of the decision and the information will be properly recorded in the CBBC records.

- If either the member submitting the letter of infraction of Operating Agreement or misconduct or the individual named in the letter are a member of the Membership/Sponsorship Committee, they will not be allowed to attend any Membership/Sponsorship Committee meetings when the issue will be discussed or ruled upon.

Section 7. Dishonored Checks/Nonpayment:

In the event that any member with respect to payment of dues or other sums due to the CBBC, have any check returned for insufficient funds, account closed, or other reasons for dishonor, then that member business membership shall be immediately suspended upon notification of such dishonor by the financial institution. During suspension said member business shall not be permitted to attend weekly meetings or any committee meetings and shall be counted as absent. Such suspension shall continue for a period of twenty days following the notice of such suspension to the member business by the President, Vice President, Secretary, or Treasurer of the CBBC and if all sums due, including any bank charges for processing the insufficient funds or dishonored instrument are not paid within said time, then suspension shall automatically result in termination of all membership rights. Upon termination of such rights any member business cannot be reinstated without full payment of prior sums due together with new membership fees and a vote of the general membership as if they are a new member. If all prior sums due including any bank charges for processing the insufficient funds or dishonored instrument are paid within the 20 day period, the membership in question shall be immediately reinstated to regular status.

Section 8. Voluntary Termination of CBBC:

The CBBC may be dissolved at any time by agreement of a majority of all the members, in which event the members shall proceed with reasonable promptness to liquidate the CBBC. The assets of the CBBC shall be sold and distributed in the following order:

- A. To pay or provide for the payment of all CBBC liabilities to creditors other than members, and liquidating expenses and obligations;
- B. To pay debts owing to members other than for capital and profits; and
- C. The balance to be divided between the members or donated to charity, as determined by a majority of the Members.

Section 9: Inclement Weather and Canceling of CBBC meeting

CBBC will not have a meeting if the CB Public Schools close or start late due to weather. If CB Public Schools close for any other reason such as a holiday, water main break, or something other than weather related, and it is on the day when CBBC normally meets, CBBC will still have their regular meeting. The only time CBBC doesn't have a meeting due to holidays is when it has been predetermined and marked on the calendar at the beginning of each "semester" and the members have been alerted.

Section 10: How to change this Operating Agreement

1. A single member of the group or the membership committee can bring to the attention of the group a part of the OA that they would like to see changed. The member or the committee should be ready to explain why they think the OA should be changed and what the revised section would look like.
2. After a brief discussion of the proposed change, the President can determine whether the revised section can be brought to an immediate vote or whether it needs to go to the membership committee for further review.
3. If further review is necessary, the membership committee will discuss it at their next monthly meeting and then bring the revised section back to the group again. At this point the process starts back over at #2 above.
4. Once a revision has been passed, a revised OA will be sent out to the group via email.