

CORPORATE BYLAWS
TRINITY POSITIVE BUSINESS GROUP, INC.

The name of the organization is Trinity Positive Business Group, Inc. The organization is structured in accordance with the Florida Not For Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization is exempt from federal income tax.

The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The purpose of the organization is the following:

- Helping others grow their business by developing relationships.
- Support small businesses and local 501(c)(3) charities.

Trinity Positive Business Group, Inc (formerly known as Trinity Positive Business Network) will also be known as TPBG.

ARTICLE I. MEETING OF TPBG MEMBERS

Section 1. Annual Meeting. The annual meeting of TRINITY POSITIVE BUSINESS GROUP will be held each year on the SECOND Monday of December. Business transacted at said meeting will include the election of the board of directors of TRINITY POSITIVE BUSINESS GROUP.

Section 2. Special Meetings. Special meetings of the TPBG members will be held when directed by the President, or two members of the Board of Directors. A meeting requested of TPBG will be called for a date not less than 10 nor more than 60 days after the request is made, unless the Directors requesting the meeting designate a later date. The call for the meeting will be issued by the Secretary, unless the President or Board of Directors request another person to do so.

Section 3. Place. Annual Meetings and special meetings will be held at the principal place of business of TPBG or as deemed appropriate.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or via email, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each active member of record entitled to vote at such a meeting. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. An active member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the active member to the notice to be delivered to TPBG for inclusion in the minutes or filing in the corporate records.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then a

notice of the adjourned meeting will be given on the new record date as provided in this Article to each active member of record entitled to notice of such meeting.

Section 6. Active member Quorum and Voting. A majority of the active members entitled to vote, represented at the meeting and entitled to vote on the subject matter thereof will be the act of the active members unless otherwise provided by law.

ARTICLE II. BOARD MEMBERS

Section 1. Term. The term of the board members will start January 1st and end on December 31st of the subsequent year.

The term for board members is to be two years as follows:

- In even years, the President, Treasurer, and Social Chair seats will be up for election.
- In odd years, the Vice-President, Secretary, Membership Chair and Speaker Chair seats will be up for election.
- Only members in good standing may run for a seat on the board.

****NOTE:** A "member in good standing" is defined as:

1. Paid annual membership.
2. Attends weekly meetings on a regular basis.
3. Has no open complaints against them.
4. Has been an active member for more than one year from the date of paid initial annual membership.

The vote is to take place in December on the **SECOND** Monday.

Section 2. Number. There will be seven voting members on the board consisting of President, Vice-President, Secretary, Treasurer, Speaker Chair, Membership Chair and

Social Chair. There are two non-voting seats consisting of a Social Media Advisor and the immediate past President.

The immediate past President will be a non-voting member of the board to serve as advisor to the president as needed for a period of one year and must be invited to the board meeting when the president requests guidance.

ARTICLE III. OFFICERS AND CHAIRS

Section 1. Officers. The officers of TPBG will consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom will be elected by the general membership. Such officers and assistant officers and/or agents as may be deemed necessary, may be elected or appointed by the Board of Directors.

Section 2. Chairs. The chair positions of TPBG will consist of Membership Chair, Social Chair and Speaker Chair, each of whom will be elected by the general membership.

Section 3. Duties. The officers and chairs of TPBG will have the following duties:

The **President** will be the chief officer of TPBG, who generally and actively manages the business and affairs of TPBG, subject to the directions of the Board of Directors. Said officer will preside at all meetings of the active members and Board of Directors and will be a signer on the bank account for TPBG with the Treasurer.

- It is the President's responsibility to maintain and/or delegate the weekly Brief that is distributed at the meetings.
- Expenses for printing to be reimbursed with the appropriate receipt.

The **Vice-President** will, in the event of the absence or inability of the President to exercise the office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected president. The Vice-President will also enact the duties of any other officer or chair that is either absent during a meeting or unable to fulfill their position.

The **Secretary** will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the minutes of all meetings of the active members where a vote is required. The Secretary will also record minutes of all Board of Directors meetings, send all notices of meetings and other such duties as may be prescribed by the Board of Directors or the President. Furthermore, said officer shall be responsible for authenticating records of TPBG.

The **Treasurer** shall be responsible for depositing all funds into the bank account and writing check(s) on said account as directed by the Board or the President. The Treasurer will maintain all financial records, and maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the TPBG members and whenever else required by the Board of Directors or the President. The Treasurer will be responsible for filing the Annual Report with the State of Florida and the 990 postcard with the IRS.

The **Membership Chair** is responsible for:

- Answering any questions related to membership.
- Accepting verified applications and payments for approval by the Board.
- Submitting all payments promptly to the Treasurer for deposit.
- Maintaining current membership records on TPBG's Google drive.
- Compare completed membership forms to member directory on the TPBG website.
- Take attendance at weekly meetings to track the 501(c)3 attendance.

The **Social Chair** is responsible for:

- Planning and executing upcoming events.
- Scheduling of quarterly socials and any other events approved by the Board.
- Creating and/or coordinating any promotional materials and social media for said events and saving on the TPBG's Google drive for historical purposes and further usage in the future.

The **Speaker Chair** is responsible for:

- Finding and scheduling speakers for the weekly meetings for:

- Weekly speakers
- Monthly “Hot Seat” members
- Monthly “Spot Light” members
- Quarterly guest speakers
- Informing upcoming speakers of their time frame and collecting their bio.
- Updating the speaker report at each board meeting.
- Updating the speaker sheet on the TPBG’s Google drive.

The **Social Media** (non-voting) **Chair** is responsible for:

- Taking weekly photos/videos of meetings.
- Reminding members to check in to the TPBG Facebook page and mention our meeting location.
- Maintain our TPBG Facebook pages and post twice weekly.

Section 4. Removal and Resignation of Officers or Chairs. An officer or chair elected or appointed may be removed by the Board of Directors whenever deemed necessary by the Board and acting in the best interest of TPBG.

Any officer or chair may resign at any time by delivering notice in writing to TPBG Board of Directors. Said resignation is effective upon delivery unless the notice specifies a later effective date. Any vacancy in any office may be filled by the Board of Directors by appointment.

Article IV. Membership

Section 1. Approval. The Board of Directors will review application submissions at the next available TPBG Board of Directors meeting and a designated person will notify the applicant within two weeks if accepted.

Section 2. Removal of a board member or general TPBG member for cause:

If a board member or TPBG member has been accused of being disruptive, uncooperative or found to have unprofessional business practices, it should be brought to the Vice-President’s attention.

All complaints must be presented in writing to the board Vice-President for review and action will only take place by vote of the Board of Directors. After reviewing a written complaint that a TPBG member has been disruptive, uncooperative or found to have unprofessional business practices, the Board may, upon a majority vote, remove a general TPBG member for cause.

Section 3. 501(c)(3) Memberships. To be a free 501(c)(3) member of the TPBG and eligible to receive donations from TPBG, the organization must be local and working in Pasco County for the good of the residents of Pasco County and must be a 501(c)(3) organization. Their 501(c)(3) paperwork from the IRS must be submitted with a letter of how and where monies are used in Pasco County to directly benefit the residents of Pasco County and the percentage of monies used for operational costs must not exceed 20%.

Article V. Donations

TPBG will raise funds through raffles and other fund-raising events. Funds raised throughout the year will be distributed to the qualified 501(c)(3) members at the annual meeting in December on the second Monday.

Article VI

In the event of dissolution of TPBG any remaining assets are to be donated to a West Pasco County qualified 501(c)(3) organization.

The Bylaws of Trinity Positive Business Group, Inc., may be amended upon the vote of two thirds of the membership. The Board of Directors also has the authority to establish organizational policies from time to time, which may be enacted by a majority vote of the Board.

