

AMENDED SUCCESS BUILDERS' ARTICLES OF ORGANIZATION

I. GOALS AND OBJECTIVES

Success Builders is a business networking and referral organization that was initiated in 2003 by a group of Des Moines-area business people meeting on the South Side of Des Moines, Iowa. The organization began with the stated purposes of creating business opportunities for members and “giving something back” to the Des Moines metro-community by either donating money, time, or money and time to a cause or organization the overall membership thought it was particularly important. Such a decision would be decided on an annual basis. As such, when Success Builders was founded, the membership set forth three (3) goals and objectives: (1) group and individual marketing; (2) determining and pursuing educational resources that would benefit the group and its members; and (3) community outreach. Key to achieving those goals was a desire expressed by various group members to work together and to establish meaningful bonds with, and between, one another.

While Success Builders might have operated without any formal Articles of Organization at all, it was the consensus of the entire membership that the organization needed at least a skeletal set of rules that set forth the group's core values. The initial Articles of Organization, referred to as “by-laws,” have evolved over time as the group has developed and as the reasonable and ordinary process of growth and development has necessitated change. The base principles of the group remain constant and the aspirations for the group remain boundless.

The purpose of now articulating the Amended Articles below is to clarify, at this time and place, the rules by which the membership agrees to be bound in order to maintain those principles and pursue goals and objectives.

II. RULES AND REGULATIONS

IN ACCORDANCE WITH THE ABOVE STATEMENT OF GOALS AND OBJECTIVES, ON THIS 5TH DAY OF DECEMBER 2006, a majority of the membership of Success Builders votes to approve, and approves, the following amended Articles of Organization and agrees to be bound by these Articles until such time arises when future amendments become necessary and then, to remain bound by these Articles until future amendments are approved by a majority of the membership then-existing.

MEMBERSHIP

- 1) Members should expect to receive referrals based upon their individual talents and abilities. They have the right to anticipate that they will not be competing with one another. As such, Success Builders shall accept only one (1) person per profession. Should there be members whose profession overlaps with that of another member, the Executive Committee shall determine whether to retain those members and in its consideration, shall determine whether those members may remain, but only promote that portion of their profession that does not interfere or compete with the profession of an existing member.
- 2) The organization should strive for diversity – diversity of professions and diversity of professionals. As such, Success Builders members, in their capacity as members, shall not represent more than one (1) profession, and/or business within one (1) profession.
- 3) The membership should be large enough to ensure diversity and the generation of business leads, but not so large as to become unmanageable. As such, group membership shall be limited to not more than fifty (50) people;
- 4) Members have the right to expect loyalty from one another, and should have a corresponding obligation to be loyal to fellow members. As such, Success Builders members, while members, shall not belong to another referral group or coffee club, or represent more than one (1) business.

MEETINGS

5) The members should expect to be referred business leads at meetings, and should understand they have a corresponding duty to provide business leads at meetings. Members should be expected to regularly attend at least a majority of the organization's meetings. As such, the meetings shall occur on a weekly basis, except for the third week of each month, in order to avoid monotony and maintain enthusiasm. It is anticipated that periodically matters will arise that will make a particular scheduled meeting unproductive. In such a situation, when a simple majority of members agree in advance, a scheduled meeting may be cancelled.

Members shall be required to attend at least one (1) meeting a month, and their memberships may be terminated by the Executive Committee in its discretion, without notice, if they fail to attend one (1) single scheduled meeting for more than eight (8) consecutive weeks.

MONEY

6) The membership should at all times retain enough funds to pursue its goals and objectives, including among other things promotion of Success Builders as an organization and the pursuit of philanthropy. As such, each member shall be required to pay bi-annual dues to the organization and, from time to time as agreed to by a majority vote as set forth below, to pay additional amounts for special pursuits. As such, membership dues shall be One Hundred Dollars (\$100.00) every six (6) months, payable in January and July of each year. Members who join between these dates shall have their membership dues pro-rated based upon the month during which they join. Membership dues shall be waived for Executive Committee members during their terms of office. Should a member fail to pay his or her dues within twelve (12) weeks of January 1 or July 1, their membership shall be deemed terminated.

LEADERSHIP

7) The members should have a right to have their ideas heard and addressed, but in order to maintain consistency and avoid anarchy, the organization requires leadership. As such, the organization shall have an Executive Committee, the members of which shall serve six (6) month terms, corresponding with the Membership due dates (*e.g.* a term shall commence in

January; a new term shall commence in July). The Executive Committee shall consist of the following officers who shall have the following roles and responsibilities: a President, Vice President and Treasurer.

A) President: The President shall be the leader of the organization and ultimately responsible for maintaining order at meetings. In addition to the various other responsibilities that inevitably will be required in order to meet those objectives, at base, the President shall:

- i. Prepare and organize meeting schedule for each quarter
- ii. Run meetings;
- iii. Coordinate guest speakers;
- iv. Present issues of concern to the group;
- v. Delegate tasks to others for special projects;
- vi. Call matters to a vote;
- vii. Preside over determinations of membership terminations and, unless he or she is the affected Executive Committee member, the termination of an Executive Committee member's position and/or membership.

B) Vice President's duties:

- i. Substitute for the president when the president is not available for meetings;
- ii. Track referrals;
- iii. Track attendance;
- iv. Take meeting notes and share notes with overall membership within seven (7) days of each meeting;
- v. Track membership dues paid, and membership dues outstanding;
- vi. Explain membership policies to new members;
- vii. Oversee membership;
- viii. In the event of an hearing on the President's position and/or membership, preside over that hearing.

C) Treasurer Duties:

- i. Substitute for the president and vice president when neither is available for a meeting;
- ii. Collect and deposit dues and special project funds;

- iii. Maintain and reconcile the organization's bank account(s), including investment account products such as Certificates of Deposit;
- iv. Report bank account balances to membership on a monthly basis and otherwise as called upon to do so by any member.

Potential members should have the right to be considered for membership fairly and objectively such that if there are two (2) or more potential members from the same profession, their applications shall be decided based upon an objective set of standards. At the same the organization should have a long-term desire to only accept members that it is anticipated will be long-term and productive members of the group. Experience has shown that there are some individuals, and some professions, that do not provide the potential for longevity. Similarly, members have the right to be assured that not every person who applies for membership is accepted and that those that are accepted are accepted with an established purpose in mind, based on a set of objective criteria.

It shall be the responsibility of the Executive Board to establish objective criteria for new members, to present them to an ordinary majority of members at a given meeting, and to use those criteria on all membership applications from the time that formula from the date of ratification forward.

SELECTION OF OFFICERS

8) Members should have the right to expect dedicated leaders who have a vision for the organization's future direction while at the same time can maintain the week-to-week ministerial functions of the organization. Members should also have the right to expect that those people willing to serve who possess these qualifications, have the opportunity to be fairly considered as officers by the organization as a whole. As such, the selection of officers shall be considered an "extraordinary matter" as set forth below in the section regarding voting.

The officer selection process shall occur as follows:

- A. The President shall ask for nominations;
- B. The nominees shall accept or decline their nominations;
- C. If there is more than one (1) nominee, each nominee shall be given five (5) minutes to speak to the members present about their

qualifications, goals, objectives and visions for the future of the group.

D. A vote shall take place as set forth below, in the format of an extraordinary matter. The selection of officers may be done by written ballots should a majority of the members of the current Executive Committee determine that would be appropriate.

E. In the event of a tie vote, the current President shall appoint the new officers.

F. The new officers' term shall commence at the adjournment of the meeting at which they were elected.

REMOVAL OF OFFICERS

9) Members have the right to expect their Executive Committee members to act as fiduciaries for the organization, for the members as members, for the community. Members should not feel their reputations, or their money, are put at risk because of the conduct of their President, Vice President or Treasurer. Members should have the ability to terminate their officers' terms on the Executive Committee if a majority of the membership determines that an officer's, or some or all officers' conduct makes them unfit for office. As such, the termination of an officer shall be voted on by a majority of the membership in accord with the provisions below regarding an extraordinary matter.

VOTING

10) Members should expect that the organization will encounter issues that require the consideration and approval of the group as a whole. Members should not expect that the organization be run as a dictatorship, on the one (1) hand, but should correspondingly understand that as a member they not only have a right, but an obligation to participate. Voting shall involve a member articulating a motion, which then must be seconded, and followed by discussion, then a vote. A motion shall fail for lack of a second, and no further discussion shall occupy the meeting. Beyond that, matters of concern shall be decided as follows:

A. Any extraordinary matter, such as an Amendment to these Articles, or any other circumstance concerning the make-up or regulations of the organization shall require a seven (7) days' notice, in writing, to all of the members of the current roster. Such written notice may be by ordinary

mail, electronic mail or Facsimile transmission to the last known address of each current member. A "current" member is a member whose membership is paid in full for the current bi-annual term, or one (1) whose membership dues are not more than eight (8) weeks delinquent.

On matters of extraordinary breadth and import, the members have the right to have all concerns expressed and considered. The goal should be to hold a vote, the considerations of which are informed by the exchange of ideas expressed in an open forum. Members not participating and "phoning in" their choices cannot provide an informed vote. As such, extraordinary matters shall be decided by a majority – 51% -- of the total current membership meeting as a quorum in one (1) location. Otherwise, proxy votes shall be acceptable, in a fashion to be determined by the Executive Committee. Votes taken by hearsay ("she told me to vote, 'yes'") or ordinary mail or electronic mail or voice messaging shall not be acceptable.

B. All other items shall be decided by a vote of the majority – 51% -- of current members present at a regular meeting at which the matter is raised. Members present who are not current, or guests present, shall not participate in the vote.

REMOVAL OF MEMBERS

11) Members should have the right to feel respected and appreciated at every meeting and every meeting should be a "safe haven" for all. No member should ever be made to feel humiliated or discriminated against. At the same time, no member should be protected by their membership from expulsion from the group should their conduct have the effect of alienating either themselves or other members of the group. Such conduct should be dealt with swiftly and conclusively. As such, upon even a single instance – within the group or outside of the group -- of verifiable conduct that a majority of members at any regular meeting feel is oppressive or discriminatory in any form or fashion, an hearing date shall be set with the Executive Committee and the involved member shall be personally notified of the allegation and the time and place of the hearing. The member must be given, at a minimum, five (5) days' notice of the hearing, or the hearing date shall be rescheduled. The member shall have the right to be represented by a person of their choosing – an attorney is not required, but is acceptable – who is not also a member of Success Builders. Following the

hearing, a simple majority (2/3) of the Executive Committee shall determine the status of the individual's membership. The Executive Committee's determination shall be final and unappealable. Should the Executive Committee determine the individual's membership should not be terminated, the Executive Committee may condition the membership, including requiring the member to perform certain duties.

We, a majority of the entire current membership of Success Builders, affirm the above Articles of Organization:

Daniel Kealy, President
Daniel Kealy, CPA

Tresa Vedder, Vice President
Holiday Inn, Mercy Campus

J. Craig Krouch, Treasurer
Westbank

Loretta Burk
Indoff Business Products

Boyd or Lisa Burnham
Burnham Vinyl Graphics

Kirk Dickey
Windows & Doors of Iowa

Jeffrey J. Eastvold
Advantage-Clive Insurance

Joseph W. Fernandez
Fernandez Law Firm

Doug Harris
Harris Landscaping

Richard L. Keul
Keul Electric

Adam Kline
Edward Jones Investments

Brian Leech
ALeechman Heating & Cooling

Amy Manderich
Apple One Employment Services

Olin Robinson
Rollin' Olin Sewin'

Andy Ross
Allegra Print & Imaging

Rick South
The Travel Center

Stephanie True Moon
Carrier Access

Todd Wilson
Twin Rivers Storage

Kevin Wosmansky
Heartland Mortgage Group