

Bylaws for the Professional Networkers of Westchester

Article I - NAME

This organization [hereinafter the "Organization"] shall be known as Professional Networkers of Westchester [also referred to as "PNW"].

Article II – OBJECTIVES

1. Mission Statement

The Mission Statement of the Organization shall be as follows: To increase business opportunities for Members through business networking with group Members of other professions.

2. Organization Objectives and Goals

The objective of the Organization is to provide networking opportunities including, but not limited to, breakfast meetings ["Meetings"] held in an organized fashion, as well as provide informal social gatherings. The primary goal of the Organization is to facilitate a professional environment whereby Members can increase their financial and professional standing through actively participating in the Organization.

Article III – MEMBERSHIP

1. Membership: Generally

Membership shall be open to any professional business person, whether that person is an owner of his/her own business or an employee of a business. Any area of professional expertise may have only one Organization Member represent that specialty. During Meetings an individual may hold himself/herself out as a professional in one area of expertise. If a Member performs services in more than one field of business that person may not publicly hold himself/herself out as providing the other area(s) of expertise during Meetings or in Organizational communications, though may do so outside of these Meetings.

2. Application for Membership

An Applicant who desires to become a Member must first attend at least two Meetings. After that time the Applicant may submit an Application for Membership to the Organization. It will be expected that all new Members hold themselves out to the public as the profession, though not necessarily the area of expertise, they represent to the Organization. The general Membership shall be informed that an

application for the prospective Member has been submitted, and Members shall be permitted to informally discuss their thoughts and concerns with any Officer of the Organization. The Membership Committee Chair shall review the Application, conduct a background check (such as on the Internet), and contact the Applicant's references to confirm the Applicant is in good standing in his/her profession. At that time the Membership Committee Chair shall submit his/her approval or disapproval of the Applicant to the Board. The Board shall make the final determine as to whether the Applicant shall be granted membership. Members shall receive a copy of the then-current Bylaws prior to being admitted to the Organization, and shall sign an "Acceptance to Adhere to the Professional Networkers of Westchester Bylaws and Any Passed Amendments" form.

3. Expectations for Members

Members are expected to (1) make qualified referrals to other Organization Members, (2) pay dues in a timely fashion, (3) attend Meetings, and (4) hold at least two "One-on-One" Meetings every month.

A. **Qualified Referrals.** Members are expected to refer prospective clients to other Members. Members receiving the referral are expected to follow up with the referral both professionally and in such a manner so as to not harm the relationship between the referral and the referring Member.

B. **Dues Payments.** Dues are assessed quarterly, meaning four times per year, with such quarters starting the first Meeting of January, April, July and October. Due are to be paid at the first Meeting of the relevant quarter. Failure to pay dues by the third Meeting of any quarter shall lead to a mandatory Executive Board Review for Noncompliance of the Member and, unless failure of payment is determined by the Board to be for good cause, the Member shall be assessed an immediate twenty percent surcharge on the Member's dues for that quarter, immediate payment of the current quarter's dues, and a requirement for immediate prepayment of the following quarter's dues. Only Members whose dues are paid in full shall be entitled to vote.

Included in this subsection shall be Special Assessment Fees. Special Assessment Fees shall be atypical, unscheduled fees assessed by the Organization in order to increase the effectiveness and prestige of the Organization. Special Assessment Fees must be voted on and approved by a super majority of sixty seven percent of Members present at the Meeting during which the vote is held. Members shall be given one Meeting's notice of the pending vote.

C. **Attendance at Breakfast Meetings.** Attendance at Meetings is mandatory. Members are required to show up no later than the official starting time of the Meeting. There shall be no distinction between an "excused" or "unexcused" absence. The Board is required to hold an Executive Board Review of Noncompliance for any Member who misses two Meetings in any given quarter, in which case the Board may take action(s) including but not limited to 1) determining the absences were for good cause, 2) implementing corrective action plan(s) or, 3) removing the Member from the Organization. .

Attendance at any other Organization gatherings, such as social gatherings, is not mandatory and does not lead to corrective measures, though may be considered during a Executive Board Review for Noncompliance.

Where a business has multiple Members involved in the Organization, a Member's absence will not be considered an absence if at least one other Member from that business is present at the Meeting in question.

- D. **One-on-One Meetings.** Members are expected to hold at least two "one-on-one" meetings with other Members every month. These meetings may be informal.

4. Member Voting

- A. **Informal Voting Matters.** Informal Voting Matters on peripheral issues may be resolved by a show of hands at a Meeting.

- B. **Formal Voting Matters.** All Formal Vote Matters are considered paramount to the Organization's success and group cohesion, and shall therefore be determined solely by the Organization's general membership. The general membership shall be given one Meeting's notice of the up-coming vote, which shall be held the following Meeting. The general membership shall have the right to vote on the matters contained in this subsection of these Bylaws. All other matters of organizational significance shall be voted on by the Executive Board.

- I. **Notice.** The general membership shall be given one Meeting's notice of any Formal Voting Matter.

- II. **Absentee Ballot.** If a Member will not be present for the Meeting where a Formal Voting Matter vote is taking place, he or she may vote on the matter via email or mail sent to any Officer. The Member thereby waives his or her right to a secret ballot, when applicable, and will nevertheless be considered absent from the Meeting for all other purposes.

- III. **Subject Matter of What Constitutes a "Formal Voting Matter".** The following shall be considered a Formal Voting Matter:

- i. **Determination of Officer to Serve on the Executive Board.** A majority vote of all Members present at the relevant Meeting shall determine the Officers on the Executive Board. This shall include voting both during General Elections and when filling any Board vacancies before an official election cycle. Voting on these matters shall be made via secret ballot.
- ii. **Extension of an Officer's Term Limit.** A unanimous vote of all Members present at the relevant Meeting is required to extend an Officer's opportunity to serve beyond his or her term limit.

- iii. **Amendments to Bylaws.** A super majority of sixty seven percent of Members present at the relevant Meeting is required for Amendments to Bylaws.
- iv. **Special Assessment Fees.** A super majority of sixty seven percent of Members present at the relevant Meeting is required for the Organization to impose a Special Assessment Fee.
- v. **Raise in Dues.** A super majority of sixty seven percent of Members present at the relevant Meeting is required for the Organization to raise the cost of quarterly dues.
- vi. **Dissolution of the Organization.** A super majority of sixty seven percent of all Members of the Organization will be required to dissolve the Organization. A majority vote of all Members present at the relative Meeting shall determine the ultimate disposition of any assets of the Organization.

IV. Consequence of Unpaid Dues on Voting Rights. Any Member not current on dues shall not be entitled to vote on Formal Voting Matters.

5. Conflict Resolution

When one Member has any professional issue with another Member for any reason the complaining Member shall inform an Officer of the conflict. The complaining Member may choose to have his or her identity kept confidential, though doing so may seriously affect the Board's ultimate decision as to how to proceed with the matter. The Board shall informally discuss the complaint, and determine whether the conflict rises to the level of holding a formal Executive Board Review for Noncompliance.

6. Member Withdrawal

Members may withdraw from the Organization at any time. Upon notice, the Treasurer shall prorate any dues paid by the withdrawing Member that quarter, without paying any interest on such funds being given to the Member, and return such prorated funds within one month's time.

Article IV – OFFICERS AND EXECUTIVE BOARD DUTIES

1. Officers: Generally

The officers shall be the President, Vice President, Secretary, and Treasurer, collectively known herein collectively as the "Board" and individually as the "Officers." Officers shall be installed for a term of one year, to commence immediately after the last Meeting in the second quarter [known as a "General Election"]. Outgoing Officers shall be expected to assist incoming Officers for a reasonable amount of time to the best of their abilities. The Board shall transact the general business of the Organization,

consider all questions of policy, and present recommendations to the Organization for action. Officers shall be held to the standards of both Members and Officers.

- A. **President.** The President shall preside at all Meetings of the Organization, and shall appoint the standing committee chairpersons and administrators. He/she shall be ex-officio of all committees.
- B. **Vice President.** The Vice-President shall conduct the business of the Organization during the absence of the President, and shall also have the ability to access the Organizations financial accounts, pay for Meetings when the Treasurer is not available, and perform audits of such accounts at will but, at a minimum, at least one time prior to a general election.
- C. **Secretary.** The Secretary shall keep records of the Meetings of the Organization and distribute minutes/notes of each Meeting to each Member via email with in 1 week of the Meeting date. He/she shall be custodian of all records and papers pertaining to the office. He/she shall conduct all correspondence, and keep all communications on file.
- D. **Treasurer.** The Treasurer shall collect dues, pay for Organization expenses, keep an account of all money received, and print up a budget for the following session to be approved by all Members of the group. Both the Vice President and the Treasurer will be authorized to sign checks and utilize Organization credit cards solely for Organizational Purposes; however only one signature is required.

2. Term Limits

No Officer may remain on the Board for longer than three years time unless all Members present at a Meeting unanimously vote to allow that Officer to serve an additional year. This process may be continued annually.

3. Executive Board Meetings

The Board may meet on average approximately one time per month to discuss Organizational matters, and may hold ad hoc meetings at will. The general membership shall not be privy to the content of these meetings, but will be informed of the ultimate decisions made by the Board unless such notice is precluded herein.

4. Amending Bylaws and Organization Policy

The Board shall be charged with amending and proposing changes to the Bylaws, and determining Organization policy. Members shall share their insights during Meetings, or with one or several Officer(s), who shall address those insights with the Board during an Executive Board Meeting.

5. Executive Board Review for Noncompliance

The Board shall have the power to hold an Executive Board Review for Noncompliance [hereinafter a "Review"] and enforce compliance with the Review. A Review shall be held for Members who (1) are

late on dues for three Meetings, (2) have missed at least two Meetings per quarter, and (3) are the subject matter of Conflict Resolution.

A. **Process.** For a finding of Noncompliance and related discipline, the Board must adhere to the following process:

I. The Member in question shall be given one week's notice of the Review, during which time the Member is given the opportunity to produce evidence in his or her defense, such as proof of circumstances leading to a finding of good cause.

II. The Review may be held during a standard Executive Board Meeting, or held as a stand-alone ad hoc session. All Officers must be in attendance at the Review for the Review to be valid. Aspects of the Review shall be discussed solely by the Board; specific details of any disciplinary proceeding shall not be shared with the general membership. Considerations that shall be taken into account during the Review shall include, but shall not be limited to:

i. The Member's participation in the Organization, such as Meeting attendance, referrals given to other Members, positive or negative professional conduct during Meetings or outside of Meetings as such conduct relates to the Organization, membership in other networking groups, the number of One-on-Ones held with other Members, and the like.

ii. Whether the reason the Review is being held is due to good cause including, but not limited to, health reasons, family emergencies, and unusual or extenuating circumstances surrounding the Member's profession.

iii. The nature and duties of the Member's profession, and the uniqueness of the profession as it relates to the Organization.

III. Under circumstances where it is foreseen the Member will once again fail to adhere to Organization requirements due to good cause, the Board may elect to either hold or waive another Review at some time after the succeeding breach has taken place.

B. **Discipline.** After the Review the Board shall vote as to the appropriate corrective measure(s) that shall be taken. Any and all disciplinary decisions must be approved by a majority of Officers, and any determination of Discipline shall be delivered to the offending Member in writing. Corrective measures may include the following:

I. The Board may elect to take no action and consider the matter resolved.

II. The Board may elect to remove the Member from the Organization, in which case the Board shall return any paid quarterly Dues on a pro-rated basis.

III. The Board may elect to suspend, but not remove, the Member for as long as six Meetings, in which case the Board shall return any paid quarterly Dues on a pro-rated

basis. During this time the Board shall not solicit other individuals in the Member's profession.

IV. The Board may devise an Action Plan the Member must follow in order to rehabilitate his/her standing in the Organization. The Member's compliance with the Plan shall be analyzed by the Board at a later Review, at which point the Board may opt to remove the Member from the Organization.

C. **Appeals.** Aside from a procedural defect in the process listed above, the Member cannot appeal the Board's decision.

6. **Removal of Officers for Cause**

A. **Negligence as to an Officer's Duties.** If the Board determines an Officer is not performing his/her duties at the requisite level of competency required by the Organization, the Officer's negligence shall be investigated by the remaining Officers in the form of an Executive Board Review for Noncompliance. During the Review the Officer being investigated shall be permitted to participate in the Review, but shall not be permitted to vote as to the matter at hand. The remaining Officers may choose by a unanimous vote to strip the Officer of his/her position, as well as any other aspects of the Review disciplinary process contained herein.

B. **Willful Breach of an Officer's Duties.** Any serious impropriety suspected to have been committed by an Officer shall be investigated by the remaining Officers in the form of an Executive Board Review for Noncompliance. During the Review the Officer being investigated shall not be present at the Review and not be permitted to vote as to the matter at hand. The remaining Officers may choose by a unanimous vote to strip the Officer of his or her position, as well as any other aspects of the Review disciplinary process contained herein.

Article V – STANDING COMMITTEES

1. Standing Committees and Committee Chairs.

The Board may form Standing Committees to better ensure the success of the Organization. Committee Chairs shall informally report to the Board, and may be assigned an Officer as a liaison to the respective Committee.

2. Proposed Committees.

There may be a committee/Administrator in each of, but not limited to, the following areas: Membership, Technology & Communication, and Marketing & Publicity. The President shall appoint the Committee Chairs, and may accept input provided by other Officers in making this decision.

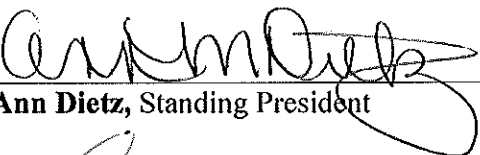
Article VI – AMENDMENTS

These Bylaws may be amended at any Meeting by a super majority of sixty seven percent of Members present at the relevant Meeting, provided the proposed amendment has been submitted to the general membership prior to the previous Meeting, and briefly discussed during that previous Meeting.

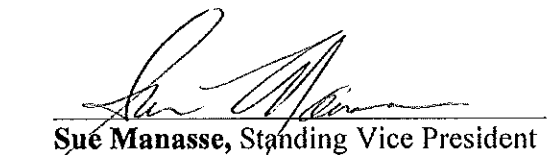
Article VII – DISSOLUTION

The Professional Networkers of Westchester may be dissolved at a Meeting called for said purpose. An affirmative vote of super majority of sixty seven percent of Members present at the relevant Meeting shall be required to adopt the resolution of the dissolution. Upon dissolution, a majority of the Members present at that Meeting shall decide the ultimate disposition of any assets being administered to by the Organization.

IN WITNESS WHEREOF, these Bylaws have been approved by a super majority of all voting Members of the Organization, and therefore implemented and in full effect immediately after the Meeting held on August 6, 2010.



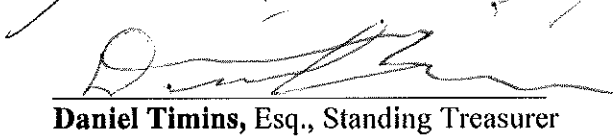
Ann Dietz, Standing President



Sue Manasse, Standing Vice President



Donna Corti, Standing Secretary



Daniel Timins, Esq., Standing Treasurer