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WESTERN NEW YORK PROFESSIONAL REFERRAL ORGANIZATION (“WNYPRO”)

BY-LAWS

ARTICLE I – OBJECTIVE AND PURPOSE

To meet weekly at a regular designated meeting location to expand and deepen members’ professional network, share referrals, networking ideas and ideas on how to maximize the manner in which each member grows and develops their business.

ARTICLE II – LEADERSHIP TEAM

The Leadership team shall be elected by the members of WNYPRO every 6 months, effective January 1st and July 1st of every year, and shall consist of the following:

President – Oversees agenda, runs meeting and coordinates sharing of information among members.

Vice-President –In charge of attendance, recordkeeping for referrals and closed sales. Preside over the meeting when the President is unable to attend.

Communication – Communicate with membership, via e-mail or other appropriate means, weekly to update the speaker rotation and more frequently, if other matters need to be communicated to the membership.

Treasurer – Responsible for invoicing and collecting dues, monitoring books, paying weekly coffee bills and keep bio sheet of members and introduce the speaker at each meeting. Treasurer will preside over any meeting that neither the President nor the Vice-President can preside over.

Membership Chair – Keep membership packages up to date and provide information to prospective members. Will oversee a committee of up to two additional members and have the final say regarding the recommendation of applicants for membership. Recommendation of prospective members can only be made after following the guidelines described in Article IV below. Membership Chair shall be responsible for coordinating special functions (parties, socials etc.) as directed by the membership.

Greeter – Greet members and guests at each meeting (i.e. be there by 7:00) and sell 50/50 tickets to help offset the cost of the operations of WNYPRO. This person shall also be responsible for bringing the sign and introducing guests to the Leadership team.

Education – Provide weekly presentations, 2-3 minutes in duration, to membership on topics that further the Objective and Purpose of WNYPRO.

Near the end of each term, the membership will be polled to see who is interested in serving in one of the above capacities for the next term. If more than one member desires the same role, then an election will occur. The winner will be determined by a simple majority.

ARTICLE III – MEETINGS

Meetings will be held every Thursday morning and commence at 7:00 with open networking. The meeting will be called to order at 7:15. The meeting will involve the introduction of officers, passing of a box with member’s business cards, member and guest 60 second “infomercials” / asks, passing of referrals, informing membership of closed sales and general announcements. Each week a member, as determined by a revolving rotation, will be afforded 15 minutes to give a deeper presentation of their business. The speaker will be responsible for providing a door prize, nominal in amount (generally \$10 –

\$15). The door prize should not be a gift certificate or a discount for services or product provided by the presenter.

ARTICLE IV - MEMBERSHIP

WNYPRO is an exclusive networking group. Therefore, each profession can only have one representative in the membership of WNYPRO. Furthermore, each member can only represent one profession.

As of January 1, 2013, effective date of these by-laws, WNYPRO has several members that have been promoting more than one profession in their seat. To provide a transition to the policy of one profession per member, each member will be requested to select a "primary" profession and a "secondary" profession, if applicable. The palm card that we print will only include each members "primary" profession. A member can promote their "secondary" business as long as WNYPRO does not have a new member that elects to have their "primary" profession be another member's "secondary" profession.

For the privilege of exclusivity in WNYPRO, each member also acknowledges the following responsibilities that are connected to their membership:

1. Payment of Dues – The dues for membership in WNYPRO are \$75 every six months. The six month "term" begins on January 1st and July 1st of every year. Dues are payable to the Treasurer by the second meeting in each term. If the upcoming 6 month term is a member's first full six month term in WNYPRO, their dues will pro-rated by the number of months they were members of WNYPRO in the previous 6 month term. (i.e. If you became a member on October 1, 2012, your dues for January 1, 2013 through June 30, 2013 will be \$37.50 (\$75 * .5).
2. Use of Dues - Dues are used to defray the cost of coffee and other beverages provided at our weekly meetings, the creation and printing of networking/marketing materials and costs incurred for social functions. Dues are non-refundable should a member withdraw from WNYPRO in the middle of a six month term.
3. Payment of Special Assessments – Should the Leadership Team determine that additional monies are needed for the operation of WNYPRO, they may assess reasonable special assessments. Special assessments are due to the Treasury by the second meeting after the special assessment has been announced.
4. Maintain professional decorum at meetings and events hosted by WNYPRO that enhance the image of WNYPRO and create an aura around WNYRPO that makes guests interested in pursuing membership.
5. Regular attendance at weekly meetings and events of WNYPRO. Regular attendance will be defined as attending 3 out of every 4 meetings, with no "explanation" required for the missed meeting. If a member misses more than 1 in every 4 meetings, it will be their responsibility to inform the Vice President of the reason for their absence. If a member's attendance is repeatedly outside of these guidelines the Membership Chair will be consulted as to the best course of action in the matter. WNYPRO's policy will be to address each matter with the member involved and offer the member the opportunity to correct the situation. Should the member be unwilling or unable to correct the situation, membership shall have the authority to recommend that the member involved vacate their seat.

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6. Mass e-mail distributions of information etc. are limited to the Leadership Team and should only convey WNYPRO business matters. Under no circumstances should a member “reply all” to a group communication to comment, regardless of the topic. If a member has an issue they wish to discuss, they should begin with the Leadership Team who will coordinate any additional action that is deemed appropriate. Furthermore, under no circumstances, is a member to use mass e-mailing to distribute promotional or special offers to members. If this is desired, it should be done at regular meetings.
7. Please note that for a member to receive excused absences due to special, temporary circumstances they must be a member in good standing. This means that their dues must be paid, they are in compliance with the attendance requirement prior to the special, temporary circumstances arising and they intend to return to compliance when the special, temporary circumstances no longer apply. The term “temporary” will not be defined in these by-laws but will be evaluated on a case by case situation.

Cancellation of meetings will occur as follows:

1. Automatically when the school district that the meeting place is located in is closed (currently Sweet Home).
2. As determined necessary by the Leadership Team.

Application process that ALL new members are to go through–

1. Each applicant, new or former member re-applying, shall attend 2 meetings before submitting an application. (i.e. E-mail or phone applications without attendance at meetings are not acceptable.)
2. The application, which must be accompanied by a \$65 check, to be deposited into WNYPRO bank account upon acceptance into membership, will be reviewed by the Membership Chair and the committee. This review will include:
 - a. Discussion(s) with the applicant regarding the reason for their application, the plan for their business and how they can help and be helped by WNYPRO.
 - b. Discussions with the references the applicant listed.
 - c. Discussion with the member of WNYPRO that is sponsoring the new applicant.
 - d. If any of the above discussion reveals a potential conflict with an existing member, the existing member will be contacted regarding this matter. The existing member will be asked if an arrangement could be worked out where they can work with the applicant for the good of all parties. If the existing member is in good standing and they indicate that an arrangement with the applicant cannot be worked out, then the application will be denied. The reason for denial will be discussed with the applicant and WNYPRO.
 - e. If the Membership Chair and committee feel the applicant is a good candidate for membership, the Leadership team should be consulted.
 - f. Once the Leadership team and Membership Chair agree that the applicant is a suitable candidate, the membership will be notified that an application has been received, processed and the results will be discussed at the next meeting.
 - g. The Membership Chair will present to the membership the findings attained by the above procedures. After this presentation, the membership will be asked if they know of any reason the applicant should NOT be admitted into membership. If a member has a reason, this will need to be presented to the Membership Chair at that point. (If a member cannot make the meeting but has an objection they MUST contact the membership chair prior to the meeting where the application will be discussed.)

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- h. The reason for objection to the applicant will be discussed with the Membership Chair.
- i. If the results of all previous steps indicate the applicant is a suitable candidate for membership in WNYPRO, the Membership Chair will recommend that the applicant be admitted to membership in WNYPRO.
- j. Installation into WNYPRO will occur at the next meeting after the completion of the above steps.

Situations where WNYPRO will have the right to vacate the seat of an existing member:

- a. Attendance that is outside the guidelines established in these by-laws and the cause of this is unacceptable to the Leadership Team.
- b. When a member's attendance is outside of established guidelines and the member refuses to bring their attendance into compliance with these by-laws.
- c. If a member is in a profession that requires a license (local or state) and the member is disbarred by the body that oversees their professional conduct, then their seat in WNYPRO is deemed to be vacated. If the member is publicly sanctioned WNYPRO shall discuss this matter with the member and may, depending upon the circumstances, conclude that the seat should be vacated.
- d. Intentional misrepresentation of a material fact in any matter of WNYPRO business. This is to include, but not be limited to, the evaluation of a potential member's application or resolution of an attendance matter.
- e. Repeated failure to conduct oneself in an appropriate fashion at WNYPRO meetings. This will include, but not be limited to, the raising of matters at general meetings that should be discussed with Leadership Team.
- f. Failure to pay membership dues and/or special assessment in the time frame discussed in Article IV of these by-laws.