



# **Professional Network Group West Bylaws**



## **PURPOSE**

Professional Network Group West (PNGWEST) is formed for the purposes of creating an organization for businesspeople committed to the highest standards of professionalism and service. The goal of PNGWEST is to exchange business referrals. Members will at all times maintain and conduct themselves with the highest level of professional integrity. One member represents each business category and conflicts of interest are not allowed.

## **Professional Network Group West Bylaws**

### **Article I Purpose**

**Section 1:** PNGWEST is an organization of businesspeople committed to the development of their respective careers through individual professional development and the interchange of professional contacts made and developed through the networking process. Only one member may represent each occupational endeavor and conflicts of interest are not allowed. It is the policy of PNGWEST to maintain a competitive process for the application of membership status so as to enable all competitors in a given trade or industry an equal opportunity to vie for membership in PNGWEST under the procedures set forth herein, on a first-come first-reviewed basis.

**Section 2:** The basic goal of PNGWEST shall be to expand each member's business contacts through the networking process and the generation of referrals.

**Section 3:** A referral is defined as a qualified lead or contact between two members or when one member generates a qualified lead or contact between another member and a nonmember which could potentially lead to a business transaction.

**Section 4:** PNGWEST shall not be used in any way for political purposes nor shall it actively participate in the political candidacy of any person or cause.

### **Article II Identity**

**Section 1:** Members shall be entitled to use the PNGWEST name when referring to PNGWEST or in association with PNGWEST purposes and activities as long as PNGWEST consents to such use. PNGWEST members understand and acknowledge that by becoming a member of PNGWEST they are forming an agreement with other PNGWEST members to conduct themselves and PNGWEST activities in accordance with the terms of these Bylaws and the PNGWEST Officers Duties Manual.

**Section 2:** PNGWEST is a membership group whose relationship to other members consists only of their agreement to act together under the terms of these Bylaws in furtherance of the purposes of these Bylaws. By associating with PNGWEST, a member does not become an agent of PNGWEST. Members understand and acknowledge that their limited relationship with PNGWEST is not intended to be, nor is in actuality, a franchise relationship. In recognition of the limited relationship between PNGWEST and its members, members agree not to bring any legal action against any other PNGWEST member based on any claim arising out of or incidental to PNGWEST membership or activities.

### **Article III Membership and Classification**

**Section 1:** Membership in PNGWEST shall be of the active class only.

**Section 2:**

- (a) The active membership of PNGWEST shall consist of women and men of good character and community standing residing or having other community or business interests within the general area of PNGWEST. Each member shall have one vote. PNGWEST shall not discriminate among its members, nor deny membership based upon race, heritage, gender, age, disability, religion, sexual preference, or any other protected class status.
- (b) A membership may be owned by an individual or a corporation, which pays the annual dues. If the individual or corporate member leaves PNGWEST in any manner, rights to the membership are retained by PNGWEST.
- (c) The active membership of PNGWEST shall be composed of occupations listed in the official membership category list. There may be prospective members who would like to join PNGWEST who do not belong to an occupation set forth on the official membership category list. If this occurs, PNGWEST Board of Directors shall determine by majority vote whether the particular business occupation of the prospective member would be an appropriate addition to PNGWEST. If the Board determines by a majority vote that this business occupation would be appropriate, the regular procedures regarding prospective members will then be followed.
- (d) If there is more than one applicant for a particular category, and the applicants have a plan as to how they would subdivide the category, the proposed sub-categorization should be put to the PNGWEST membership as a whole for a vote. If approved by a 2/3 vote, the sub-categorization plan shall be approved, assuming the individual applications are otherwise approved for membership.
- (e) Occasionally, a slight overlap of occupations will occur and conflicts of interest may become apparent. In case of an apparent conflict between an existing member and a prospective member, the prospective member must write a letter outlining how he or she will represent PNGWEST. The Board of Directors must then approve the letter before the application of the prospective member is reviewed.
- (f) Prospective members may be required to attend two consecutive meetings, and submit an application to the Membership Chairperson (currently assigned as part of the President's duties). Prospective members will not attend the third meeting. A membership vote will be taken at the third meeting. If there are three "no" votes, application will be denied.
- (g) A member shall pay annual membership dues to PNGWEST and hold only one membership category. A portion of the membership fee shall be held to cover expenses. Although these fees may change from time to time, they will be disclosed to every prospective member at or before the time that he or she submits an application for membership.
- (h) No person or corporation shall be eligible for membership who holds membership in a similar organization with similar goals. Due to the nature of PNGWEST, the members acknowledge that they would not be able to further the purposes of PNGWEST or to properly satisfy their PNGWEST commitment, as set forth in the application form, if they were to be a member of a similar organization.
- (i) If an individual member changes the employment or the category which he or she represents and he or she owns the membership individually, the member will reapply

and the Board of Directors shall have the right to approve or disapprove the new employer or category.

- (j) If a corporation owns the membership and wishes to appoint a permanent alternate individual, the individual must apply with a new application to PNGWEST and the Board of Directors of PNGWEST shall have the right to approve the new member and shall advise the corporation in writing of its action. Such approval will not be unreasonably withheld.
- (k) If a member, whether corporate owned or individually owned, wishes to appoint a temporary alternate, the individual alternate must apply and the PNGWEST Board of Directors shall have the right to approve or disapprove the temporary alternate.

**Section 3:** Any member may resign from PNGWEST provided that all of his or her indebtedness to PNGWEST has been paid. The resignation shall be submitted in writing to the Board of Directors and shall become effective when accepted by the Board. Any advance fees paid will be refunded to the member on a pro-rata basis.

**Section 4:** Any member may request a temporary leave of absence provided that all of his or her indebtedness to PNGWEST has been paid. The request for a temporary leave of absence shall be submitted in writing to the Board of Directors and shall become effective when accepted by the Board. The maximum temporary leave of absence shall not exceed six (6) weeks.

#### **Article IV Termination of Membership**

**Section 1:** Members are required to sign and abide by the “commitment” set forth on the application form.

**Section 2:** Any member in arrears in payment of dues and/or PNGWEST financial obligations shall be immediately suspended when notified in writing by the President or Treasurer. Such member, upon payment of arrears and upon making application for reinstatement as a member to the Board of Directors, may, by majority vote of the Board of Directors, quorum required, be reinstated within ten (10) days of the date of such written notice from the President or Treasurer. In case such member is not so reinstated within ten (10) days of the date of the written notice, the member shall be dropped from the membership and shall be immediately so notified in writing by the President or Treasurer.

**Section 3:** PNGWEST’s Board of Directors shall review each member’s active membership in PNGWEST based on the following criteria: regular attendance at PNGWEST meetings, which is vital to the successful functioning of PNGWEST, and membership participation in PNGWEST activities.

- (a) PNGWEST’s Board of Directors will measure the personal involvement and attendance at regular meetings of each active member. At the discretion of the Board of Directors, any active member who, without excuse, shall fail to attend two consecutive PNGWEST meetings or fail to actively participate in the activities of PNGWEST, shall, at the direction of a majority vote of the Board of Directors, quorum required, be notified in writing of their termination of membership in PNGWEST.

**Section 4:** Suspension or expulsion. PNGWEST’s Board of Directors is authorized, as provided in the Officers Duties Manual, to suspend from membership for a period of not more than one (1) year, or expel from membership any member of PNGWEST for good cause.

**Section 5:** “Good cause”, as used in this section, means:

- (a) Any conduct that brings PNGWEST into public disrepute or violates the purpose for which PNGWEST is formed.
- (b) Any willful failure or refusal to abide by the Bylaws or Rules of PNGWEST.
- (c) Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these Bylaws.
- (d) Any willful failure or refusal to abide by the Code of Ethics and PNGWEST’s commitment.
- (e) Conviction of any felony or any crime involving moral turpitude.
- (f) The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of creditors, or doing or performing any act constituting bankruptcy or insolvency, if such act, petition or thing is not cleared up and released within thirty (30) days.
- (g) Any conduct that causes any member to come into public dispute.
- (h) Any professional misconduct or a breach of the Code of Ethics of PNGWEST of such a serious nature as to render his or her continued presence as a member of PNGWEST professionally damaging or detrimental to the other members of PNGWEST.

## **Article V Officers**

**Section 1:** The officers shall consist of a President, President-Elect, Secretary, and Treasurer, who shall be elected annually. Officers may hold an office for only one term until their successors are duly elected or appointed as provided by these Bylaws. In the event that any office becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

**Section 2:** The President shall serve as the executive officer, preside at all meetings of the membership, be an ex-officio member of all committees, exercise general supervision over affairs of PNGWEST, perform such other duties as are ordinarily incumbent upon a President, and report to the Board of Directors.

**Section 3:** The President-Elect of PNGWEST shall perform such duties that are ordinarily incumbent upon the President-Elect and such other duties as may be assigned by the President or the Board of Directors.

**Section 4:** The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and all special mandatory meetings and shall conduct all correspondence as may be required by the President or Board of Directors and shall generally perform such duties that are ordinarily incumbent upon a Secretary.

**Section 5:** The Treasurer shall keep and maintain records of all financial actions, which shall include all records of membership fees, dues, contributions, and all monies collected and disbursed. The Treasurer shall prepare quarterly and annual statements and generally perform such duties that are ordinarily incumbent upon a Treasurer. The Treasurer shall account for all such fees, dues, contributions and monies to PNGWEST.

## **Article VI Directors**

**Section 1:** The PNGWEST Board of Directors shall govern the officers. Any references to



the Board of Directors or Board in these Bylaws, unless specifically defined as the Board of Directors or Board of PNGWEST, shall refer to the PNGWEST Board of Directors.

**Section 2:** There shall be a Board of Directors, which shall consist of the President, the most recent former President, the President-Elect, the Secretary and the Treasurer, each of whom shall have the right to vote. The President shall also be chairperson of the Board of Directors. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors. Such appointee shall be an active member in good standing, and not an alternate, and attend regular weekly meetings.

## **Article VII Election Procedures**

**Section 1:** The election of officers and directors shall be held at a regular meeting prior to January 20th. The annual meeting will be the first regular meeting in February.

**Section 2:** Voting shall be held by ballot and shall not be cumulative. There shall be no voting by proxy by members (not an alternate).

**Section 3:** At least three (3) weeks before the annual meeting, nominations from the floor of a regular meeting will be made for any office and shall then be the list of nominees submitted for an election of officers and directors.

**Section 4:** On the Election Day prior to January 20th, the President shall appoint a committee to be known as the committee on elections consisting of not more than five (5) members. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to the President who shall announce the same. A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot does not show a majority for any nominee for any particular office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped: and in each ballot the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

**Section 5:** In the case of vacancy in the office of the President, the President-Elect shall succeed to the office. In the case of a vacancy in the office of the President-Elect, treasurer or secretary, the Board of Directors shall fill the vacancy.

**Section 6:** In the event after their ejection and prior to February 1st, of the disability or inability of an officer designated or director, the Board of Directors shall fill the vacancy.

**Section 7:** Only members in good standing shall be eligible to hold office or vote and may not be in arrears on dues.

**Section 8:** Alternates may not hold office but may cast a proxy if the regular member is absent.

## **Article VIII Meetings**

**Section 1:** PNGWEST shall hold weekly meetings, typically breakfast meetings, on such day and place as shall be determined by the Board of Directors. The meeting shall feature only members as: speaker, motivator, greeter or show timer. Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors. Members may hold such other meetings as the Board of Directors may desire. The regular weekly breakfast meetings shall start at 7:15AM and end at 8:30AM except on other occasions as approved by



the members.

**Section 2:** The annual meeting of PNGWEST shall be the first regular weekly meeting in February. Newly elected officers will be installed at this time. The membership shall be given at least two (2) weeks notice of the date and place of the annual meeting.

### **Article IX Role of PNGWEST**

**Section 1:** PNGWEST is a non-profit organization of honest professionals meeting to share ideas, resources and quality leads. We develop professional and social relationships that invoke confidence to promote members and their businesses.

**Section 2:** Any advertising program or publication for the public involving or referencing PNGWEST must be submitted to the President for prior written approval.

### **Article X Membership Fees**

**Section 1:** Each new member shall pay a membership fee. Membership fees are to be pro-rated based on the initial date of membership to the end of the calendar year. The payment of said fee is to be a prerequisite to admission to membership, payable upon becoming a member.

**Section 2:** Renewal fees shall be due annually on January 1.

**Section 3:** A member shall be regarded as in good standing if he or she is not more than thirty (30) days in arrears in payment of any indebtedness.

**Section 4:** The fiscal year shall commence on January 1st and end December 31st of each year.

### **Article XI Committees**

**Section 1:** The Board of Directors shall determine the number and purpose of all special and standing committees necessary for the achievement of PNGWEST's objectives and purposes.

**Section 2:** The President, immediately following his or her election, shall facilitate the appointment of chairpersons and members of all committees, and shall announce such appointments no later than March 1 following his or her election.

**Section 3:** The social committee shall promote at least two social outings per year with members and guests. Under no circumstances shall PNGWEST sell liquor to members or guests. The social outing may replace the regular weekly meeting.

**Section 4:** The President-Elect shall review attendance at each meeting and promote full attendance at all PNGWEST meetings and shall personally communicate with members whose attendance is unsatisfactory for the purpose of improving said member's attendance record.

**Section 5:** The committee on membership shall use PNGWEST membership categories provided in PNGWEST manual for classification of new members. Only one category per member is allowed.

**Section 6:** The ethics committee shall be composed of three (3) active members who are not on the Board of Directors.

**Section 7:** The Treasurer shall provide standard PNGWEST referral forms to be used by members at all meetings. The Treasurer shall keep a record of all leads.



## **Article XII Miscellaneous**

**Section 1:** Any person who is proposed and accepted for membership shall be deemed to have accepted these Bylaws and shall be bound by them in all respects.

## **Article XIII Organizational Status**

**Section 1:** PNGWEST has determined that it shall operate as a non-incorporated organization for personal and professional improvement and other similar purposes.

## **Article XIV Amendments and Miscellaneous**

**Section 1:** Amendments to these Bylaws shall be effective if adopted by a two-thirds (2/3) vote of the members. No amendment which purports to modify, extend or limit PNGWEST's role or rights as set forth herein will be valid or binding upon PNGWEST unless the Board of Directors of PNGWEST provides written agreement to said Amendments and the same are adopted by the PNGWEST Board of Directors.

**Section 2:** Application of any representative of a "Multi-Level" marketing organization will automatically be declined due to the structure of such organizations. These "Multi-Level" organizations shall be defined as an organization that, by its corporate structure, encourages the recruitment of additional representatives to market a product.