

PROFESSIONAL REFERRAL ORGANIZATION, INC.

BYLAWS

ARTICLE I

Name

Section 1. The name of this not-for-profit corporation shall be Professional Referral Organization, Inc. ("PRO").

ARTICLE II

Objectives

Section 1. PRO is an organization of business owners and professionals who meet weekly to network and refer business between the members. PRO's primary purpose is to maximize the profits and income of each member.

Section 2. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized to make payments and distributions in furtherance of its exempt purposes.

ARTICLE III

Members

Section 1. Classes. There shall be one class of members.

Section 2. Privileges of Membership. All members may speak, make motions and vote and otherwise participate in the activities of PRO.

Section 3. Admission to Membership. Membership to the organization shall be by invitation only by existing members.

Section 4. Restrictions to Membership. Membership in the organization is limited to one member per profession or industry. With the consent of the member holding the seat of a particular profession or industry, a profession or industry may be subdivided into one or more other areas of specialization. Generally members are encouraged to represent their main business activity or represent the one product/service that constitutes their primary business focus. Any dispute about what a particular member's exclusive seat encompasses shall be ultimately decided by the Board of Directors.

Section 5. Termination of Membership. Termination of membership is by:

- a. Voluntary resignation.
- b. Non-payment of quarterly membership dues.
- c. The decision of the Board of Directors based upon attendance criteria as stated below in Article VIII.
- d. The decision of the Board of Directors based upon conflict resolution as stated below in Article X.

ARTICLE IV
Board of Directors/Officers

- Section 1. Elected Board Members. The Board of Directors shall be composed of the President, Vice-President/President-Elect, and Secretary/Treasurer.
- Section 2. Eligibility. All members are eligible to be elected to the Board of Directors.
- Section 3. Term of Office. Elected Board Members shall hold office for six (6) months beginning March 1st and September 1st. They may hold consecutive terms, but whether they hold one (1) term or two (2) consecutive terms, they then must wait three (3) years before being eligible for election to the same office. The Vice-President shall serve as President-Elect and will automatically become President in the next consecutive term. In the event that the Vice-President is unable to serve as President in the next consecutive term, the members shall elect a President.
- Section 4. Non-elected Board Members. The Past-Presidents shall serve in an advisory capacity on the Board of Directors.
- Section 5. Dissolution of the Board of Directors. The elected Board of Directors may be dissolved by a majority vote of the membership prior to the end of their term of office, or individual Directors may be impeached prior to the end of their term in office. This action triggers the nomination and election of a new Board of Directors or of individual Directors.
- Section 6. Duties. Elected Board Members shall perform the duties provided in these Bylaws and such other duties as prescribed for the offices.

The President shall be responsible for the following:

- a. Procure the meeting facility.

- i. Ensure the smooth functioning of the meetings in the facility by renting an appropriate meeting room with facility management.
- b. Coordinate the nomination and election of the subsequent Board of Directors one month prior to the end of each six month term, including:
 - i. Announcing a call for nominations.
 - ii. Conducting the election for the Board members by secret ballot.
- c. Appoint a Coordinator for the “Did You Know” segment of the meeting.
- d. Appoint a Webmaster and approximately three (3) other members of a Website committee.
- e. Conduct and coordinate member votes/polls regarding operating expenses and special assessments for members, or other issues requiring member input.
- f. Collect Thank-You slips after each meeting, then enter the data into a spreadsheet.
- g. Prepare and give the Director’s Report at each meeting, including:
 - i. “Thank You” results, weekly, month-to-date, and year-to-date.
 - ii. Announce the “Featured Businesses of the Week” and the Meeting Host for the up-coming week (data to be received from Vice-President).
 - iii. Announce the results of member votes/polls.
 - iv. Announce/summarize other business that has come before the Board during the past week.

The Vice-President shall be responsible for the following:

- a. The Vice-President shall serve as the Chairman of the Sponsorship Review Committee and shall select approximately three (3) other members of the Committee. (See Article VI and Article IX below.)

- b. Record and review attendance at each meeting:
 - i. Print the membership list prior to every meeting as updated by the leader of the Sponsorship Review Committee.
 - ii. Record the attendance of each meeting.
 - iii. Retain copies of attendance sheets and pass them on to his/her successor.
 - iv. Review the prior attendance records of the members and contact members in accordance with Article VIII below.
 - v. Timely notify the membership of vacancies as a result of membership termination.
- c. Update Featured Businesses of the Week:
 - i. Ensure that the Featured Businesses of the Week lists are timely updated with the addition of each new member.
 - ii. Ensure that the updated list is emailed to the Webmaster, who shall post the updated list to the PRO website.
 - iii. Ensure that the President has the updated list so that he/she can announce at each meeting the featured speakers/host for up-coming meetings.
- d. Maintain Business Card Box.
 - i. Create name tabs for new members.
 - ii. Remove tabs and business cards for those who are no longer members.
 - iii. Bring the card box to every meeting.

The Secretary-Treasurer shall have responsibility for the following:

- a. Collect the quarterly PRO fees, and keep accurate records of the payments received and those still outstanding.

- i. Coordinate with the leader of the Sponsorship Review Committee so that PRO has an accurate up-to-date membership roster at all times.
 - ii. Prepare bank deposit slips and receipts concerning dues.
 - iii. Provide the members with reminders about any outstanding balances owed concerning dues.
- b. Cut the checks for payment of room rental fees weekly.
- c. Cut the checks for other approved operating expenses.
- d. Maintain accurate records of PRO's bank account and financial statements and pass the records on to his/her successor.
- e. Make recommendations to the Board of Directors regarding special assessments of members or adjustments to the quarterly dues based upon the PRO funds available.
- f. Ensure an adequate supply of Thank-You slips for each meeting at the sign-in table.

**ARTICLE V
Nomination and Election of Officers**

- Section 1. Nomination. Candidates for the Officer positions shall be nominated by the membership one month prior to the end of each term on the first Friday of February and the first Friday of August.
- Section 2. Election. Elections shall be conducted by secret ballot two weeks prior to the end of each term on the third Friday of February and the third Friday of August.

**ARTICLE VI
Standing Committees and Positions**

- Section 1. Sponsorship Review Committee. The Sponsorship Review Committee is responsible for: providing greeters at each meeting; implementing the membership application review process; and administering the conflict resolution process as set forth below in Article X. The Sponsorship Review Committee and its leader shall be appointed by the Vice-President.

- Section 2. “Did You Know” Coordinator. The “Did You Know” Coordinator shall be appointed by the Vice-President to coordinate the scheduling of the speakers and topics for the “Did You Know” educational segment for the regular meetings. The “Did You Know” Coordinator serves at the pleasure of the Board of Directors.
- Section 3. Webmaster. The Webmaster shall be selected by the Vice-President to maintain the PRO website. The Webmaster serves at the pleasure of the Board of Directors.
- Section 4. Member Relations Committee. The Vice-President shall appoint approximately three (3) members to a Member Relations Committee and its committee leader. See Article X below.

ARTICLE VII Meetings

- Section 1. Regular Meetings. Regular meetings shall be held every Friday morning except during the period between Christmas and New Year’s Day, the day after Thanksgiving, on a Holiday traditionally observed by PRO, and otherwise at the discretion of the Board of Directors.
- Section 2. Special Meetings. Special Meetings may be called by the Board of Directors, with seven (7) days notice to the membership, by announcement at regular meetings and via email. All members may attend Business Meetings and vote on any issue brought before the meetings.
- Section 3. All members are expected to be punctual at all meetings and events. They shall arrive before the meetings begin, and remain until the meetings end.

ARTICLE VIII Attendance

- Section 1. Attendance at Regular Meetings. Attendance is vital to the success of PRO and each member’s individual success in PRO. A member is expected to attend weekly meetings on a regular basis. Members are to limit their absences to no more than two (2) unexcused absences per quarter.
- Section 2. Notification of Absence. Members must contact the Vice-President by email or telephone to notify him/her of an excused absence. Members are encouraged to notify the Vice-President before the Regular Meeting, or in the case of an emergency, as soon as possible after the Regular Meeting that was missed.

- Section 3. Excused and Unexcused Absences. Examples of excused (i.e. with notice) absences include: vacation, business travel, urgent client business, or personal/family illness. Unexcused absences are absences without either notice or the absent member providing a substitute.
- Section 4. Extended Leave of Absence. A member may request a leave of absence by submitting a request in writing to the Vice-President. The request will be reviewed by the Board of Directors and either approved or declined. If the request is declined, membership may be terminated. If the request is approved, dues are to be paid during the member's absence.
- Section 5. Substitutes. In the event of a planned absence, a member may ask a business colleague or client to substitute for them at a regular meeting. The substitute should network on behalf of the member business. However, the substitute will be entitled to also give an Infomercial about his/her own business if it does not conflict with that of an existing member.
- Section 6. Attendance Monitoring and Follow Up. A member who has two (2) unexcused absences in a row, or more than two (2) unexcused absences in a quarter, shall be contacted by the Vice-President to determine his/her continued interest in being a member of PRO. The member may be asked to make a commitment to attend faithfully in the future, or he/she may be notified that his/her membership will be reviewed by the Board of Directors for possible termination.

ARTICLE IX

Sponsorship Application Review

- Section 1. Inviting Guests and Prospective Members. Guests who are not in conflict with a member may be invited to attend a regular meeting by an existing member. The inviting member will review the membership roster to ensure that there are no potential or perceived professional or industry overlaps or conflicts between the guest and any existing member. In situations where it is determined that there may be a possible conflict, the Sponsorship Review Committee Leader shall contact any existing member for whom there may be a possible conflict to confirm whether the member objects to the guest attending the meeting.
- Section 2. Guest Protocol at Meetings. Guests will not be required to pay any meeting fees. Guests may only attend two (2) meetings without making a commitment to be sponsored by a member for PRO membership. Guests will be introduced by their sponsor at the beginning of the meeting. Guests will be given an opportunity to

present an Infomercial about their business during the regularly scheduled Infomercial portion of the meeting.

- Section 3. Applying for Membership. Each prospective member must be sponsored by an existing member of PRO. (If the applicant is approved for membership, the applicant's sponsor shall then serve as the member's mentor and shall assist and counsel the new member in making a successful transition into PRO.) The existing member and the prospective member must complete the Sponsor Application Form and submit it to the Sponsorship Review Committee leader. The application will then be forwarded to the entire membership by email for review and approval. The membership shall be asked to vote for a prospective member if two or more applications are received during the same week for the same industry/profession seat.
- Section 4. Notification of Membership. If no objections are raised by the membership to the prospective member, the Board of Directors, the sponsoring member and the prospective member shall be notified by the Sponsorship Review Committee leader that the application was approved. The Sponsorship Review Committee leader shall introduce the new member at the next regular meeting.
- Section 5. Resolving Objections to Prospective Members. If an objection to a prospective member is raised by any existing member, the Sponsorship Review Committee shall convene to collect more information and determine whether membership should be granted or declined.
- Section 6. Declining Prospective Members. Prospective members shall be declined if:
- a. There is an overlap in industry/professional classification between the applicant and an existing member.
 - b. One or more objections are filed by existing member(s) regarding the applicant's type of service, quality of services or product, business ethics, networking skills, past referral history, or professionalism.
- The applicant does not possess the proper credentials for his/her profession (i.e. State of Florida licensing, or other required certification).
- Section 7. If the applicant is accepted into membership, the applicant's sponsor shall then serve as the new member's mentor.

ARTICLE X
Conflict and Complaint Resolution

- Section 1. Conflict Resolution Between Members. Members are expected to resolve their own conflicts with other members in a professional, cordial and timely manner. If a resolution cannot be reached by the two members, they may request mediation by the Member Relations Committee.
- Section 2. Protocol for Mediation Between Members. On behalf of the Member Relations Committee, the Committee leader shall receive any member complaint in writing on the Conflict Resolution Form regarding conflict with another member. The Committee Leader shall then follow the procedure set forth below in an attempt to amicably resolve the conflict:
- a. Ask those members in conflict to meet, discuss the matter, and report back to the Committee regarding issues that are still unresolved.
 - b. Convene the Membership Relations Committee to meet with those members who are in conflict to discuss and identify ways in which the dispute may be resolved.
 - c. If no resolution can be reached, the Vice-President shall arrange a meeting with the Board of Directors, the Membership Relations Committee, and those members who are in conflict to hopefully negotiate an amicable settlement.
 - d. If no resolution can be reached, the Board of Directors shall terminate one or both memberships and shall notify the membership of such termination and the reasons why.
- Section 3. Resolution of Complaints Regarding Members. Members are expected to provide quality products and/or services, maintain the highest ethical standards, and conduct themselves at all times as professionals. Members are required to possess and maintain the proper credentials for his/her profession/vocation as required by State, County, City or Professional Association regulations (i.e., state licensing, or other certification). If a member receives a complaint from another member or a third party about the quality of products, services or business conduct of the member, this complaint shall be made in writing and submitted to the Board of Directors on the PRO Conflict Resolution Form. The President shall follow the procedure set forth below to hopefully reach resolution of the complaint:

- a. The President shall provide a copy of the complaint to the member against whom the complaint was made.
- b. The President shall convene a meeting of the Board of Directors and the members involved in the complaint for a hearing of the facts as presented by all parties, including cross-examination of the parties by the other parties and by the Board of Directors.
- c. The Board of Directors, by majority vote, shall render a decision, within its sound discretion, including possibly termination of membership or being placed on probationary status.
- d. The Board of Directors shall orally communicate its decision to the member against whom the complaint was made, to the complaining member, and to the membership generally.

ARTICLE XI

Dues and Assessments

- Section 1. Fiscal Year. The fiscal year shall be the calendar year from January 1 through and including December 31.
- Section 2. Membership Dues. All members shall be required to pay quarterly dues. Membership dues shall be paid quarterly at the first regular meeting of each new quarter in January, April, July, and October. Dues shall be prorated for new members from the date of joining PRO to the next quarterly billing cycle. Dues shall be considered delinquent by the second (2nd) meeting of the month in which they are due. Membership shall be terminated if dues are not current by the third (3rd) meeting of the month in which they are due.
- Section 3. Determination of Membership Dues. Annually in December of each calendar year, the Board of Directors shall present the proposed budget and proposed quarterly dues for the following year. The budget shall be approved if there is a majority vote of the membership in favor of it.
- Section 4. Special Assessments. If membership dues are not enough to pay PROS's operating expenses, the Board of Directors may seek a vote of the membership to authorize a special assessment against the membership to cover the shortfall.
- Section 5. The Treasurer shall make a brief report to the membership at each PRO meeting of the financial status of PRO, and a more detailed report to the Board of Directors at each Board of Directors meeting.

**ARTICLE XII
Amendments**

Section 1. Amendments. These Bylaws may be amended by a two-thirds (2/3rd) majority vote of the membership.

**ARTICLE XIII
Dissolution**

Section 1. Motion for Dissolution. This organization shall be dissolved by a two-thirds majority vote of the membership for such dissolution.

Section 2. Dissolution. Upon the dissolution of PRO, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of PRO, dispose of all of the remaining assets of PRO exclusively for the exempt purposes of PRO, or to an organization operated exclusively for charitable purposes which qualifies as an exempt organization under Section 501(c)(3) of the IRS Code.

As adopted on _____, 2016.

On Behalf of the Board of Directors