



BYLAWS
of
NETWORKING PROFESSIONALS
A Pennsylvania Non-Profit business group

Article I
Name

1. The name of the group is Networking Professionals doing business as Networking Pros.

Article II
Purposes

- 2.1 Networking Professionals is an organization of business professionals dedicated to the advancement of their respective careers through the exchange of information and the interchange of business/professional contacts. Each occupation shall be represented by (1) member, as such term is defined and conflicts of interest are disallowed.

Article III
Offices

- 3.1 *Principal office*: The principal office of the group shall be 1809 Penn Ave. West Lawn, Berks County PA, or such other locations as the board of directors may determine from time to time.

Article IV
Members

- 4.1 *Membership group*: The group shall be a membership group under the PA Nonprofit Law of 1988.
- 4.2 *Membership*: The group shall consist of only active members, whose active status shall be determined by the board of directors.

4.3 *Leave of absence:* The board of directors may extend a “Leave of Absence” to a member who is in compliance with all attendance and due obligations. Such leave of absence shall not exceed one quarter of the calendar year. The member shall continue to pay dues as they become due. The member shall not be entitled to any voting privileges during the duration of the leave of absence.

4.4 *Application for membership:*

- (a) Only men and women of good character and community standing residing or having other business or community interests within Pennsylvania shall be eligible for membership.
- (b) Membership shall be composed of occupations determined from time to time by the board. Except upon the approval of the board, a member shall only control (1) occupation and must derive a significant portion of their income from such occupation. If any member desires to control (2) occupations, that member must pay the standard quarterly dues for each occupation they control.
- (c) Prospective members shall submit an application for membership to a member of the membership committee. The membership committee will make a recommendation to the board as to whether to grant or deny the application. Once the recommendation is made, the board shall vote on the acceptance of the application.
- (d) The membership shall be owned by the individual or company which pays the membership dues. If the owner of the membership resigns from the group, for any reason, the right to membership and any and all prepaid dues shall be forfeited.
- (e) Membership in the group is not transferable or assignable except upon prior written approval of the board.
- (f) Membership in the group shall not result in any property interest in the assets or property of the group. Upon termination of membership such terminated member shall have no rights, title or claim to any property or assets of the group.

Article V

Resignation and termination of members

5.1 *Resignation:* A member may resign by providing written notice to the membership committee; however, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges which have accrued and unpaid at the time of the resignation.

5.2 *Reimbursement of dues:* No portion of any dues or other charges paid by a resigning member shall be refunded to such member upon the resignation or termination.

5.3 *Termination upon death of a member:* Upon the death of a member, his or her membership shall automatically terminate. If the membership interest is held by a corporation, the membership interest shall automatically terminate if that corporation goes out of business.

5.4 *Termination by directors:* A member may be terminated from the group, at the sole discretion of the board, if they fail to attend three (3) meetings during the course of any calendar quarter. Any member who

fails to pay their dues within thirty (30) days of any calendar quarter may also be terminated at the sole discretion of the board. In addition, a member may be terminated, at the sole discretion of the board, for any other violation or for the failure to comply with these bylaws or the “purpose” of the group or for misconduct or any act detrimental to the interests or welfare of the group. As to what acts constitute misconduct or are detrimental to the interests or welfare of the group, the directors shall be the sole judge. If a member is being terminated for misconduct or any act detrimental to the interests or welfare of the group, such member shall be given prior written notice of the date and time of the meeting of the board to vote on the termination of such member and the reasons for the termination. Such member may present any objections to the termination at the aforementioned meeting of the board.

Article VI Voting Rights

6.1 *Voting:* Each member shall be entitled to (1) vote on each matter submitted for voting by the members. Except as otherwise set forth in these bylaws, each board member shall be entitled to one (1) vote on each matter submitted for voting by the board.

6.2 *Proxy voting:* Except otherwise set forth in these bylaws, any member unable to personally attend any meeting where a vote of the members takes place, shall be permitted to grant another member the authority to vote by proxy on behalf of the absent member.

6.3 *Majority required:* Except as otherwise set forth in these bylaws, any matter submitted to a vote by the members or board of directors shall be approved upon the majority vote of the members or the board, as the case may be, present at the duly called meeting or voting by proxy.

Article VII Meetings and Elections

7.1 *Regular meetings:* The members shall meet on a weekly basis at such place and time as is customary or at such different place and time as the board shall determine. No prior notice of such regular meetings shall be required to be given to the members except in the event that the board shall determine a place and time different than what has been customary.

7.2 *Monthly meetings of the board:* The board shall meet the same week of each month following a regular meeting as determined by the board from time to time.

7.3 *Annual meeting of the group:* There shall be an annual meeting of the members for the election of board members.

7.4 *Special meetings:* Special meetings of the group may be called by the president or upon the written request of five (5) members directed to the president specifying the object of the meeting upon twenty four (24) hours personal notice to each member or upon two (2) days notice by electronic mail.

7.5 *Meetings of committees:* The various committees of the group shall meet upon the call of their respective chair or the president.

7.6 *Quorum:* Ten (10) members shall constitute a quorum at any meeting of the members, and three (3) board of directors shall constitute a quorum at any meeting of the board. If a quorum is not present at any meeting, a majority of the members or directors present may adjourn the meeting without further notice.

Article VIII

Directors

8.1 *Number, Election, Term:*

- (a) The board of directors shall consist of five (5) directors to be elected by and from the members of the group. Each director shall serve for one (1) year or until their successor is elected. In the event a vacancy should occur on the board other than by the expiration of a term, such vacancy shall be filled by appointment by the president until the next annual election. Directors shall not serve more than three (3) terms consecutively, unless in the event that no member desires to fill a director vacancy, the incumbent director shall be permitted to serve an additional term or terms until such time as another member desires to fill the vacancy and upon being duly elected in accordance with these bylaws.

8.2 *Duties of the board:* The board is authorized and it shall be its duty to:

- (a) Except with regard to matters expressly reserved for action by the board pursuant to these bylaws, act as a steering committee for presenting issues to the members and to the greatest extent possible, giving effect to the collective desires and directions of the members.
- (b) Make rules for the use and government of the group and by the members and for their conduct as a member of the group, including but not limited to the method of voting at all elections held by members of the group.
- (c) Fix penalties for the violation of the rules and to enforce them.
- (d) Terminate any member for any authorized reason under these bylaws or for conduct which is in the judgment of the board to be improper and prejudicial to the group, even if such conduct be not in violation of these bylaws.
- (e) Call special meetings of the group to consider a specific object or objections.
- (f) Present at the annual meeting a report upon the condition of the group with any forecasts for the current year.

8.3 *Removal:* Any director may be removed from office for reasonable cause such as neglect of duties, by an affirmative vote of a majority of the directors in office at any regular or special meeting, provided that written notice of the intention to consider removal of a director has been included in the notice of the meeting. No director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs be followed.

8.4 *Consent in lieu of meeting:*

Unanimous written consent:

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent by all of the directors who would be entitled to vote at a meeting for such purpose shall be filed with the secretary.

Partial written consent:

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting upon the written consent of the board who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting in which all directors entitled to vote were present and voting. The consents shall be filed with the secretary. The action shall not become effective until after at least ten (10) days written notice of the action has been given to each director entitled to vote who has not consented.

Article IX **Officers**

9.1 *Positions, election, term:* The officers of the group shall include a president, vice president, secretary, treasurer and sergeant at arms.

9.2 *Duties:* The duties of the officers shall include the following:

- (a) The president shall serve as the executive officer of the group, presiding at all meetings of the members and board, be an ex officio member of all committees, exercise general supervision over affairs of the group, perform any other duties as are ordinarily incumbent upon a president and report to the directors. The president shall appoint chairs for all committees of the group, as defined.
- (b) The vice president shall preside at all meetings of the members and board in the absence of the president, perform such duties that are ordinarily incumbent upon the vice president and other duties that may be assigned by the president or directors. The vice president shall serve as the chair of the elections committee as defined.
- (c) The secretary shall keep and maintain the attendance and minutes of the meetings. The secretary shall conduct all correspondence as may be required by the president or the board and shall generally perform such duties that are ordinarily incumbent upon a secretary, including notification of speakers for weekly meetings, reminders regarding weekly meetings and notices required by these bylaws.
- (d) The treasurer shall keep and maintain records of all financial actions of the group, which shall include all records of membership, dues and all money collected and disbursed. The treasurer shall prepare quarterly and annual statements for the group and generally perform such duties that are ordinarily incumbent upon a treasurer.
- (e) The sergeant at arms shall assure the orderly and productive meetings of the members and board, which shall include assuring adequate preparation and organization for all meetings, enforce the standards for proper and orderly conduct and generally perform such duties that are ordinarily incumbent upon a sergeant at arms. The sergeant at arms shall serve as the chair of the ethics committee as defined.

9.3 *Removal:* Any officer may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the board in office at any regular or special meeting, provided that written

notice of the intention to consider removal of an officer has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs be followed.

9.4 *Compensation*: No officer shall receive any compensation from the group.

Article X Vacancies

10.1 If the office of any director becomes vacant, by reason of death, resignation, disqualification or otherwise, the president shall choose a person or persons who shall hold office for the remaining term. If the office of the president becomes open, the vice president shall become president and then choose a person to serve as vice president.

Article XI Resignation

11.1 Any director may resign from office at any time with thirty (30) days prior notice, unless some later time may be fixed in the resignation, and then from that date. Such resignation shall be made in writing and delivered to the board by mail or electronic mail.
The acceptance of the resignation shall not be required to make it effective.

Article XII Resolutions

12.1 *Resolutions*: The board can only take official action through the passing of a resolution at a regularly scheduled or special meeting.

12.2 *Passing a resolution*: Unless otherwise provided for in these bylaws, resolutions shall be passed by an affirmative vote of a majority of the directors present at a meeting.

12.3 *Passing a resolution outside a meeting*: A resolution may be passed outside of a regular or special meeting pursuant to section 8.4 of these bylaws.

12.4 *Notice*: All proposed resolutions may be verbally or in writing at the time of the meeting where the vote is to take place.

Article XIII Fiscal Year

13.1 The fiscal year of the group shall begin on January 1st and end on December 31st.

Article XIV Notices

14.1 *Notice Required*: Notice may be given either personally, by sending a copy by first class mail, postage prepaid, or by electronic mail to the address appearing on the books of the group or supplied by the group for the purpose of notice. If the notice is sent by mail or electronic mail, it shall be deemed to have

been given when deposited in the mail or the timestamp on the electronic mail. Such notice shall specify the place, day and hour of the meeting in the event of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice and attendance of a person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

14.2 *Waiver of Notice:*

- (a) Whenever any written notice is required to be given under the provisions of the articles of these bylaws, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.
- (b) Attendance of a person at any meeting shall constitute a waiver of notice of meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article XV Amendment

15.1 The bylaws of the group may be amended by an affirmative vote of a majority of the board in office at any regular or special meeting duly convened after notice of such purpose to the members.

Article XVI Liability and Indemnification of the officers

16.1 *General Rule:* A director shall not be personally liable for monetary damages as directors for any action taken, or any failure to take any action.

Article XVII Committees

17.1 *Establishment:* The board may establish such committees with such powers as they deem desirable for the operation of the group.

17.2 *Appointment of members:* The president shall appoint a committee chair for all committees established. The committee chair shall oversee the activities of the committee. The committee chair shall appoint members of their respective committee.

17.3 *Committee Recommendations:* Committees shall make recommendations to the board in the form of proposed resolutions. The proposed resolutions shall be voted on by the board at the next regularly scheduled or special meeting. All committees are required to receive three (3) quotes or price estimates before making a recommendation that would require the expenditure of funds, on behalf of the group, that would exceed \$1,000.00.

17.4 Committees and duties of committees:

- (a) *The lead committee*: The lead committee shall provide the forms to be used by all members at the meetings. The lead chair will be responsible for tabulation of the leads generated by each member and will report results to the group.
- (b) *The membership committee*: The membership committee shall collect and process any new applications for membership presented to the group. The membership chair will head the committee, tabulate results and report such results to the member.
- (c) *The social committee*: The social committee shall be responsible for the coordination of social events, including new member mixers and member only events, to be held by and on behalf of the members. The social committee chair shall oversee the committee and report to the group.
- (d) *The ethics committee*: The ethics committee will be headed by the ethics chair and will be responsible for convening members to review any questions involving the ethical conduct of an individual member or the group. The sergeant at arms shall oversee the committee and report to the members.
- (e) *The elections committee*: The elections committee shall be headed by the elections chair and shall be responsible for collecting feedback about and suggesting revisions to the membership election process and determining which members desire to serve as members of the board. The vice president shall oversee the committee and report to the group.