



Flagstaff Professionals Bylaws

Revision v1.3 – August 2014



Flagstaff Professionals Bylaws

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Article I: NAME

- i. This organization shall be known as Flagstaff Professionals.

Article II: ORGANIZATION

- i. This entity is organized and shall operate as a business networking organization for personal improvement. Any income received shall only be applied to the purposes of the organization. No part of the income shall come to the personal benefit of any director, officer or member.
- ii. This organization shall not be used or participate in any way for “for-profit” purpose nor political activity whatsoever.

Article III: PURPOSE

- i. Flagstaff Professionals is an organization of business people created to stimulate the business climate for members through exchange of ideas, information and business referrals, and is committed to the highest standards of professional ethics, dedicated to assisting other members to achieve success through cooperation, friendship and allegiance. Members are committed to providing quality products and service to customers while actively seeking opportunities to give referrals and do business directly with other members whenever possible. Members are also committed to attending regular weekly meetings to share ideas, information and connections. Members shall at all times support the goals and objectives of Flagstaff Professionals.

Article IV: MEMBERSHIP

- i. Membership shall consist only of active members who are business professionals of outstanding reputation and integrity that primarily work and reside within the Flagstaff community.
- ii. Only one member shall be permitted from each trade or business classification. Any disputes shall be settled by the Board of Directors (hereby referred to as the Board.) Membership shall not be withheld on the basis of race, color, religion, or sexual orientation.
- iii. A member shall pay an annual fee of \$225.00 at the beginning of each calendar year in addition to a one-time non-refundable \$25.00 application fee. The Board determines the amount of the fees as needed.
- iv. Each member is expected to attend regular meetings and social events. A non-member alternate may represent the member from time to time on a limited basis, per board approval.
- v. Prior to bringing a prospect to a meeting, a member shall call the Board President to determine if anyone has already arranged to bring a prospect who occupies the same category.
- vi. To satisfy the membership and the requirements of the membership process, said prospect shall be given an application. The prospect will be allowed to attend meetings for the ensuing 90 days, which shall be considered the probation period. During the probationary period, the prospects attendance, interaction, and referrals are monitored. At the end of the probationary period, the board will vote the prospect becoming a active member. If the prospect is voted as active, the associated member fees and dues for the remainder of the calendar year are collected.

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- vii. A membership may be owned by an individual or a business.
- viii. Memberships are not transferrable.
- ix. If a member decides to change the category whereby he or she was originally accepted into the group, this will require rescinding the current membership and then attending two consecutive meetings as a guest representing the new category and submission of a new application for membership. At the current time, no new membership fee will be required. When there is a waiting list for membership, the current member who is changing categories will take priority over those on the waiting list.
- x. The Board has the right to make specific addendum agreements in accord with the Bylaws.

Article V: TERMINATION OF MEMBERSHIP

- i. If a member is absent for a total of six (6) meetings per quarter that person will be deemed to no longer be a member of Flagstaff Professionals and will forfeit dues paid. If a member is absent for three (3) meetings within a quarter, they will be contacted by the Flagstaff Professionals Membership Chairperson to determine their interest in continuing with the organization. This will be the only contact made to the member.
- ii. Absences may be excused after board approval.
- iii. If a member decides to withdraw from membership in the organization and notifies the Membership Chairperson, the balance of that member's fee is non-refundable.
- iv. Members are required to comply with minimum standards of conduct and participation, which include maintaining high ethics & quality of business practices, initiating referrals, attending regular meetings, abiding by the bylaws and staying current on annual fees. Failure to abide by these minimum standards shall subject such members to possible suspension or expulsion. Annual fees not paid within four weeks of the beginning of the year are subject to a \$20 late payment penalty and membership will be revoked if dues are not paid in full by the end of the first quarter.
- v. The Membership Chairperson shall notify the President of any and all absentee delinquencies. At every quarterly Board meeting, reports will be submitted as to the status of fees paid and attendance.
- vi. After evaluation of the member's personal involvement & conduct, the Board will decide by majority vote whether "Good Cause" exists to "suspend" or "terminate" such membership. The Board will notify such member in writing of any decision involving membership status ASAP. For purposes of this Section, "Good Cause" shall mean:
 - a. any willful disregard or refusal to abide by the bylaws;
 - b. any conduct that brings the group or its' members into public disrepute;
 - c. failure to pay any fees or assessments;
 - d. violation of attendance requirements as per Section V.i
- vii. Should the board make the decision to revoke a membership, the member has the right to appeal directly to the members of the board.
- viii. If a member is placed in a Probationary status through any breach of the bylaws, it will be assumed that Probationary status shall mean:
 - a. Double referrals to member of the organization for the ensuing quarter or three months; whichever is more immediate
 - b. A fine of \$25



Article VI: OFFICERS

- i. The Board of Directors of Flagstaff Professionals shall consist of a minimum of five members and not more than seven members. These shall be known as, the President, Program Co-Ordinator, Treasurer, Membership Chairperson and board members.
- ii. The President shall serve as the chief executive officer, preside over the Board and general membership meetings and perform such duties ordinarily incumbent upon a President.
- iii. The Treasurer shall keep and maintain the Flagstaff Professionals cash fund as well as records of all financial transactions that shall include membership fees and payments applied toward the weekly meetings. In addition, the Treasurer is responsible to notify members in the event dues are in arrears, with a subsequent report to the Board of overdue payment. Every week the President shall be updated and notified of all financial transactions. Copies of the current and updated records are to be submitted on a quarterly basis, to the President, Membership Chairperson, and the membership. The Treasurer shall also perform such other duties ordinarily incumbent upon a Treasurer.
- iv. The Treasurer will provide annual invoices to the members for their dues.
- v. The Membership Chairperson shall maintain contact with all members to include members not in attendance. All members shall notify the Membership Chairperson when they will be unable to attend meetings. All members shall notify the President when they have guests to bring to the meetings. The Membership Chairperson shall have the responsibility to monitor and advise the Board when two prospective members who occupy the same profession attend at the same time.
- vi. The Membership Chairperson is responsible for making sure the potential member guests have an application and a copy of the bylaws on their first visit; collecting /receiving applicants' forms; checking applicants' references; recording the attendance; obtaining input and conducting the vote regarding new members from the Membership Committee; maintaining the Membership Bios; reading the Bio when introducing the Speaker; reporting to the President of the applicants' status; announcing and celebrating new members into Flagstaff Professionals, and shall perform such other duties ordinarily incumbent upon a Membership Chairperson.
- i. The Board shall manage the activities, determine policies and generally supervise the affairs of Flagstaff Professionals.
- ii. Meetings of the Board may be called by the President or by a Quorum of the Board.
- iii. The Board shall meet once a week for a Board meeting, on an agreed upon date.
- iv. The minimum commitment term for board participation is one year
- v. Provided board members are in good standing, it will be assumed that board members will continue their tenure unless otherwise advised.

Article VII: COMMITTEES

- i. The President shall appoint the chairperson of all standing and special committees and shall be ex-officio member of all committees. The chairperson shall select individual committee members.



Article VIII: MEETINGS

- ii. Flagstaff Professionals shall meet on Tuesday mornings with the exception of holidays and other agreed upon dates.
- iii. The meetings shall take place at a designated establishment and will be subject to periodic changes enacted by the Board.
- iv. The meetings shall last for up to one (1) hour, beginning at 7:30 am. Meetings may vary in content and presentation as follows;
 - a. The meetings may have two (2) speakers, each given a total of ten (10) minutes for their presentation OR one (1) speaker with a total of twenty (20) minutes.
 - b. The Board may periodically change these times, or determine a different format for a particular meeting.
- v. Meeting cancellations will be emailed and/or texted out as soon as decided by the President.
- vi. Flagstaff Professionals follows the FUSD School snow day rules. Therefore, if FUSD calls for a snow day or a delayed start there will be no meeting.

ARTICLE IX: CODE OF ETHICS

- i. I will be truthful with the members and their referrals
- ii. I will build good will and trust among members and their referrals
- iii. I will take responsibility for following up on the referrals I receive.
- iv. I will live up to the ethical standards of my profession
- v. I will be positive and supportive toward the members of the Referral Group
- vi. I will keep any sensitive information within the confines of the Referral Group
- vii. I will refrain from discussing political or religious agendas among the members

ARTICLE X: MEMBERS OBLIGATIONS

- i. Attendance
 - a. Members are required to attend every meeting, and be timely
 - b. Failure to adhere to the attendance requirements set forth in Article V.i shall be grounds for placing the member on probationary status or termination of membership
- ii. Participation
 - a. It is a requirement of membership that each member gives a minimum of two referrals to other members each month. Specifically referrals must be made directly with the member and providing all necessary information to enact a successful referral.
 - b. We rely on the members having integrity in their referrals and expect a balanced amount of referrals amongst all businesses in the organization. Although referring continuously to a restaurant or large retail store is appreciated, it should not be assumed as a constant type of referral.
 - c. Failure to comply with this requirement will result in that member being put on a probationary status.

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- d. Failure to comply with this requirement for one quarter will result in cause for termination of membership.
- iii. Speaking Responsibility
 - a. Each member shall be periodically required to speak before the membership of Flagstaff Professionals regarding some facet of their business. The purpose of this speaking opportunity is to acquaint the membership with your business so that they may have the knowledge required to give quality referrals.
- iv. Exclusivity
 - a. It is a condition of membership that owners and immediate family within the business do not belong to any other networking group.
 - b. Members should make every effort to refer business exclusively to other members of Flagstaff Professionals

ARTICLE XI: AMENDMENTS

- i. Any amendments to these bylaws must be recommended by a 2/3 vote of all members of the Board. Provided written notice of the proposed changes shall be given to the board members at least one week prior to the vote by the membership. There shall not be voting by proxy. A simple majority decides the vote.
- ii. The Board has the option to waive the annual fees (dues) or pay a stipend to any member that provides services to the group. Such decisions will be determined by the Board for the greater good of the group and current state of affairs.



APPENDIX – A (Board of Directors Listing)

The following is a list of the Board of Directors as at January 2012:

#	Board Member	Position	Term
1.	Steven Scott	President	Indefinite (Founding Member)
2.	Jeff Sonni	Board Member	Elected June 2009
3.	Ben Schorr	Board Member	Elected June 2012
4.	Daniel Raper	Board Member	Elected February 2013
5.	Jeff Stanley	Board Member	Elected August 2014
6.	Not Fulfilled		
7.	Not Fulfilled		



APPENDIX – B (Sub Committees Listing)

The following is a list of Sub Committees:

Sub Committee Description:			
#	Member Name	Position/Responsibility	Term
1.			
2.			
3.			
4.			
5.			

Sub Committee Description:			
#	Member Name	Position/Responsibility	Term
1.			
2.			
3.			
4.			
5.			

Sub Committee Description:			
#	Member Name	Position/Responsibility	Term
1.			
2.			
3.			
4.			
5.			