



Flagstaff Professionals Bylaws

Revision – November 2021



Flagstaff Professionals Bylaws

Table of Contents

Article I: NAME.....	3
Article II: ORGANIZATION	3
Article III: PURPOSE.....	3
Article IV: MEMBERSHIP	3
Article V: TERMINATION OF MEMBERSHIP.....	4
Article VI: OFFICERS	5
Article VII: COMMITTEES.....	5
Article VIII: MEETINGS.....	6
ARTICLE IX: CODE OF ETHICS.....	6
ARTICLE X: MEMBERS OBLIGATIONS	6
ARTICLE XI: AMENDMENTS.....	7
APPENDIX – A (Board of Directors Listing).....	8
APPENDIX – B (Sub Committees Listing).....	9



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 \$250.00 at the beginning of each calendar year in addition to a one-time non-refundable \$40.00 application fee. The Board determines the amount of the fees as needed. A late fee will be added to any invoice that exceeds 30 dates if invoice.
- 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 60-90 days, which shall be considered the assessment period. During the assessment period, the prospects attendance, interaction, and referrals are monitored. At the end of the assessment period, the board will vote the prospect becoming an active member. If the prospect is voted as active, the associated member fees and dues from the beginning of the assessment period.



- vii. A membership may be owned by an individual or a business. A business can only hold one seat or classification.
- 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.
- xi. The Board shall canvas the membership in December of each year, to ascertain the individual members desire to have their membership renewed.

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 Designated Board Member 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 designated Board Member, 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 within 60 days.
- v. Members shall be held to high, ethical business standards, honoring their own internal commitments, guarantees, policies and practices. Members are expected to attempt to redress any errors, complaints of quality, pricing/billing or general omissions that may be brought to the Boards attention, whenever possible or practical. The Board, at its sole discretion, may terminate a membership upon receipt and review of such information.
- vi. 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.
- vii. 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
- viii. Should the board make the decision to revoke a membership, the member has the right to appeal directly to the members of the board.

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 and Designated Board Member.
- 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 Designated Board Member 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 Designated Board Member 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, Designated Board Members, and the membership. The Designated Board Member shall also perform such other duties ordinarily incumbent upon a Treasurer.
- iv. The Designated Board Member will provide annual invoices to the members for their dues.
- v. The Designated Board Member shall maintain contact with all members to include members not in attendance. All members shall notify the Designated Board Member when they will be unable to attend meetings. All members shall notify the President when they have guests to bring to the meetings. The Designated Board Member 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 Designated Board Member 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 Designated Board Member; 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 Designated Board Member.
- 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. 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. They must maintain an attendance average of 75% per quarter.
 - b. Failure to adhere to the attendance requirements set forth in Article V.i shall be grounds for placing the member on probationary status and/or termination of membership
 - c. A Leave of Absence (LOA) will be considered by the Board for any Member in Good Standing, once in an 18month period. All LOA Requests must be submitted in writing via email. Granting a LOA is at the sole discretion of the Board, on a case by case basis.

- ii. Participation

FLAGSTAFF PROFESSIONALS

- 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 above 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.
 - b. Members shall not promote any other business than the one they represent as a member, during announcements or presentations, to promote clarity of their category, and avoid any encroachment of another member's primary business.
- 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.	Daniel Raper	Board Member	Elected February 2013
4.	Jeff Stanley	Board Member	Elected August 2014
5.	Lauren Brooks	Board Member	Elected 2019
6.	Bonnie Bouschet	Board Member	Elected April 2016
7.	Jennifer Myers		Elected 2021

d



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.			