

WESTERN PENNSYLVANIA PROFESSIONAL BUSINESS ASSOCIATION

BY-LAWS

ARTICLE I — NAME

The name of this association shall be Western Pennsylvania Professional Business Association (WPPBA).

ARTICLE II — STATEMENT OF PURPOSE

The purpose of the association is to bring together individual business people interested in personal advancement through network promotional methods for the material gain of themselves and their companies. This is to be achieved by exchanging ideas, information and business leads for the benefit of all the members.

ARTICLE III — BOARD OF DIRECTORS AND OFFICERS

1. The association shall have as officers: a President, Vice President, Secretary, and Treasurer.
2. The association shall also have a Board of Directors consisting of the President, immediate Past President, Vice President, Secretary, and one member-at-large.

ARTICLE IV — DUTIES OF REGULAR OFFICERS AND BOARD OF DIRECTORS

The officers are responsible for their duties being performed at each meeting throughout their tenure of office. They are obliged to secure a person to handle these duties and give necessary reports in the event of their absence. The officers shall not be held legally responsible for the actions of the members.

1. The President shall serve as the Executive Officer of the association and shall preside at the meetings, and in general, guide the affairs of the association. The President shall notify all members of the next meeting by bulletin or some other form of communication if there is a change from the regular time or place. The President shall appoint the Committee Chairpersons as described in Article V below. The President shall be an ex-officio member of all committees. The President shall appoint other committees, consisting of at least three members, as the need arises.
2. The Vice President shall act in the President's absence. The Vice President will call upon the various Committee Chairpersons for their reports at the regular weekly meetings.
3. The Secretary shall record attendance, handle correspondences, and keep the minutes and records of the association. The Secretary will supply, collect and make a monthly report of all referrals generated by the association members.
4. The Treasurer shall collect all dues and quarterly meal fees, deposit all collected funds into the association checking account, keep them properly accounted for, pay all bills of the association and make a regular report to the members at the monthly business meeting. The Treasurer will make the records available for review by the Board of Directors at least once each quarter or as requested.
5. The Board of Directors responsibility is to enforce the By-laws, give final approval of new members, and nominate annually to the membership a slate of candidates for election. The Board of Directors shall meet at least once a quarter and/or at the call of the President. The rules and Bylaws of the association may be amended by a majority vote of the membership present. The President shall be the chairperson of the Board of Directors.

ARTICLE V — APPOINTED COMMITTEE CHAIRPERSONS AND THEIR DUTIES

The President shall appoint the following Committee Chairpersons who shall have these designated duties:

1. **Sergeant at Arms:** The Sergeant at Arms shall maintain order at weekly meetings, and monitor the time limits of various parts of the weekly meetings. The Sergeant at Arms will be in charge of the distribution, sales and the determination of the winner of the 50/50 drawing held at each meeting.
2. **Membership Committee Chairperson:** The Membership Chairperson shall greet guests, explain the number of meetings they may attend as guests and the costs of joining the WPPBA. The Membership Conunittee Chairperson will receive the application of any prospective member and will verify that the potential new member's classification is not in conflict with any currently existing member's classification. The Membership Committee Chairperson will bring the completed application to the attention of the Board of Directors.
3. **Social Chairperson:** The Social Chairperson shall be responsible for organizing socials and/or mini-socials as necessary. The socials may, on occasion, replace the weekly meeting of the association for that week. One social (GTKY) shall be held each month with an "expanded" social once a quarter.
4. **Program Chairperson:** The Program Chairperson shall assign and maintain a list of speakers for the upcoming meetings. In the event a scheduled speaker is unable to attend his/her scheduled speaking engagement, that speaker must notify the Program Chairperson, who is responsible for filling such speaker's time with either another speaker or such various activities in line with the purpose of the association. The Program Chairperson shall introduce the weekly speakers.
5. **Hospitality Chairperson:** The Hospitality Chairperson shall arrive at least fifteen (15) minutes before the scheduled meeting time to assure that the meeting place is set up.

ARTICLE VI—ELECTIONS

1. The President, Vice President, Secretary, Treasurer and Member-at-large of the Board of Directors shall be elected by a majority of the membership at the December business meeting. All elected officials shall serve for a period of one year, and may serve consecutive terms if re-elected.
2. In case of a resignation of an officer or member of the Board of Directors, the remaining members of the Board of Directors will nominate, for approval of a majority of the membership, a successor to fill the vacancy for the remainder of the term.

ARTICLE VII — MEMBERSHIP

1. One representative shall be allowed for each business or professional classification. An open classification category shall be filled by recommendation of a prospect to the Membership Committee Chairperson for approval by the Board of Directors.
2. In the event that certain members represent overlapping business or professional classifications, the Board of Directors shall vote on their acceptance to the organization, or may approve a new member subject to appropriate restriction on the overlapping classifications.
3. In the event that a member is unable to attend a regular meeting, an alternate may represent the member, if the alternate represents the same company. An alternate may not cast a vote for election of officers, members of the Board of Directors, or any other such occasion at which a vote of the members may be taken. An alternate is not a voting member.
4. A member is not limited to the number of professional, social, charitable or networking associations to which he or she may belong.

ARTIVLE VIII – DUES AND QUARTERLY MEAL FEES

There shall be annual dues, which will cover the current calendar year and any portion remaining thereof, and quarterly meal fees, the amounts of which are to be detennined by the Board of Directors. Quarterly meal fees shall be paid by all members regardless of whether they eat at or attend the meetings. Dues and meals fees will be payable by the fifteenth of the first month of each quarter. Such dues and meal fees shall be deposited in the club treasury, subject to the control and supervision of the Treasurer. Members who fail to keep their dues current will be classified as delinquent and run the risk that their classification being declared open by the Board of Directors as defined in Article IX below. Members who join and pay their dues and quarterly meal assessments during the last two month of the calendar year will be considered to have paid their annual dues for the following calendar year.

ARTICLE IX – MEMBERSHIP REQUIREMENTS

1. .A "referral" is defined as a contact between two members or when one member generates a contact between another member and a non-member which could potentially lead to a business transaction. At least two (2) qualified referrals must be initiated by each member each quarter. If this is not done for two (2) consecutive quarters, that member's classification category will be subject to review by the Board of Directors.
2. Members delinquent in dues as described in Article VIII above will be considered no longer active members if, after the Treasurer contacts them, they do not immediately pay in full and ask for reinstatement. In such event, their classification may be declared open by the Board of Directors.
3. Members or their representative who miss four consecutive meetings (except for emergencies) will be declared dropped from membership and their classification may be declared open by the Board of Directors. The Secretary will contact any member who has been absent for three consecutive meetings.
4. Any member who has been dropped for delinquency in dues or meals fees, nonattendance or failure to provide appropriate leads can request reinstatement by bringing their dues and/or quarterly meals fees to a current status and, in addition, by paying a \$25.00 reinstatement fee. Before reinstatement is complete, said member must be re-accepted as provided in Article VII above.
5. In the event of a dispute concerning attendance, the record as kept by the Secretary shall be conclusive and shall determine the statue of all members.
6. Any member may obtain a leave of absence from active participation, for two consecutive quarters in the functions and purposes of this organization, by written request to the Board of Directors. The member must pay all required dues.

ARTICLE X – MEETINGS

The Western Pennsylvania Professional Business Association shall meet every Tuesday at a time and place determined by the membership. The meeting which takes place on the first Tuesday of each month shall be designated as a business meeting as which speaker are generally not of the agenda. The date and time may be changed, if not satisfactory, by a majority vote of the members present at the December business meeting.

ARTICLE XI – LEGAL STATUS

Western Pennsylvania Professional Business Association (WPPBA) is organized and shall operate as a not for profit association for the personal improvement and other similar non-profit purposes. Any income received shall be applied only to non-profit purposes of the association, and no part of the income shall be to the benefit of any individual officer or member.

The fiscal year of the association shall be from January 1 of each year until December 31 of the same year.

Western Pennsylvania Professional Business Association does not discriminate on the basis of race, age, gender, religion, national origin or disability.

These By-laws were approved and adopted by the general membership on July 22, 2008.