

The Networking Group of the Shenango Valley

BY- LAWS

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ARTICLE 1. Mission & Vision

The Networking Group of the Shenango Valley (hereinafter "TNG") is an organization of persons dedicated to the ideals of improving their business potential through interchange of social and professional contacts and referrals. Each business category is represented by one member. Some businesses or occupations are divided into sub-categories on the condition that conflicts will not occur between the sub-categories. For example, the occupation or business profession of insurance will be divided into areas such as property/casualty and life/disability.

The goal of TNG is to expand each member's business contacts through the generation of referrals. No guarantees are implied or expressed with regard to generation of referrals, business, revenues or related items.

ARTICLE 2. Referrals

A "referral" is outlined as a contract 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. This referral shall be relayed to the receiving member and documented on the approved referral slip method to include:

1. The Date the referral was given
2. The member's name who is giving the referral
3. The member's phone number who is giving the referral
4. The name of the person or company whom the referral was given to
5. The phone number of the person or company whom the referral was given to
6. Details regarding the referral

The definition of a "referral" may be amended, subject to the approval of TNG Executive Board.

ARTICLE 3. MEMBERSHIP AND CLASSIFICATIONS

Section 1:

1. The TNG Executive Board Officers shall not discriminate on basis of race, color, religion, national origin, gender, age, disability, or veteran status.
2. Membership shall consist of people of good character and community standing, residing, or having other community interests within the operating area of the TNG.
3. When a perspective member submits an application to join the TNG, it shall be reviewed by the Membership Chairperson for completeness and turned in to the TNG Executive Board Officers.
4. At a subsequent meeting, the President or Executive Board Member shall read the application and open the floor for a general discussion regarding the applicant. Upon completion of the general discussion, a vote shall be conducted.

- a. When the TNG has more than 30 members, prospective members may attend two (2) consecutive meetings and submit application to the Membership Chairperson at their first or second meeting. If the TNG has 30 or more members, a membership vote may be taken at the second or third meeting for the applicant(s).
5. Three (3) no votes will reject an applicant.
6. Neither the TNG, the Executive Board or voting members shall be legally responsible for rejection of an applicant.
7. The following criteria will be utilized to evaluate each applicant for membership:
 - a. Professionalism
 - b. Category of business/conflicts with current members
 - c. Negative character reference
 - d. Past practice and/or business experience
8. An alternate may represent a member in their absence.
9. A member shall pay the annual membership dues.
10. Each member shall hold only one membership category. Membership shall be owned by the individual or the company that pays the fees.
11. If the member leaves or expelled from the TNG, all membership rights shall automatically terminate.
12. Occasionally, slight overlaps of occupations may occur. In case of such overlap, the TNG Executive Board Officers may approve a membership application subject to appropriate restriction on the overlapping business.
13. If an individual member changes the company or category that he/she represents, the TNG members shall have the right to approve or deny the new company or category by vote as provided in this Article. A new application form shall be submitted but no annual fee for a new membership shall not be required for changing categories.
14. If a company owns the membership and changes members, the TNG Executive Board Officers shall have the right to approve or deny the new member.
15. Multi-level distributors are not eligible for membership except as approved by the TNG. Approved multi-level marketing members may promote their product or service ONLY, not the development of their down lines/sales force and must limit their category to one product line.

Section 2:

Fees associated with membership.

1. A member shall be required to pay the annual membership fee of \$125.

Section 3:

A member may resign in good standing from the TNG provided that all indebtedness to the TNG has been paid. A resignation shall be submitted in writing to a member of the TNG Executive Board and shall become effective when received by the TNG Executive Board Officers.

Membership fees paid to TNG are non-refundable.

ARTICLE 4. TERMINATION OF MEMBERSHIP

Section 1:

Members are required to abide by the following Code of Conduct:

1. Operate in a professional manner representing the TNG.
2. Recruit one new member in the first year.

3. Attend weekly meetings.
 - a. Two (2) consecutive unexcused or three (3) unexcused missed meetings in a calendar quarter are subject to membership suspension or expulsion as provided in Article 4, Section 4 and 5
4. Provide a minimum of two (2) referrals per month to any TNG members.
5. Follow-up with referrals received in a timely and professional manner.
6. Make attempts to bring a Guest at least once per quarter.
7. Pay the Membership/Annual dues when issued.
8. Conform to TNG By-Laws and any subsequent modifications to such.
9. Comply with TNG Social Media Code of Conduct.

Violation of the above may result in membership termination, expulsion, or forfeiture by direction of the TNG Executive Board Officers, as provided in this Article.

Section 2:

Any member in arrears in payment of dues and/or other financial obligations, pursuant to Article 10 shall be suspended and notified in writing by the TNG Executive Board. Such member, upon payment of dues or obligations, may be reinstated by the TNG Executive Board Officers. In case a member is not reinstated, the membership shall be terminated and such individual or company shall be notified in writing by the TNG Executive Board Officers.

Section 3:

The TNG Executive Board Officers shall review the individual active membership based on the following criteria:

1. Regular attendance at meetings, and individual membership participation in TNG and organized activities; and
2. At the discretion of the TNG Executive Board Officers, any active member who, without excuse, shall fail to regularly attend TNG meetings or actively participate in TNG activities, may be terminated or expelled by the TNG Executive Board by giving written notice of such action to the member.

Section 4:

The TNG Executive Board Officer is authorized to suspend membership for up to one (1) year, or expel any member from TNG for good cause.

1. "Good cause" is defined as:
 - a. Any conduct that brings the TNG into public disrepute or violates the purpose for which the TNG is formed.
 - b. Any failure or refusal to abide by TNG By-Laws.
 - c. Any failure or refusal to pay the annual membership fees.
 - d. Conviction of any felony or crime involving moral turpitude.
 - e. Any conduct that causes severe embarrassment, personally or in the business community, to any member, or causes a member any public disrepute; and
 - f. Misconduct or breach of TNG ethics of such a nature as to render a member's continued presence in the TNG either personally or professionally obnoxious or detrimental to other members of the TNG.
2. "Suspension" is defined as:

- a. Termination of voting and other rights of the member. However, such member shall not be relieved from liability from payment of dues, which fall due during the period of the suspension.
3. "Termination" or "Expulsion" are defined as:
 - a. Immediate and conclusive termination of membership and removal from TNG.

Section 5:

Procedure for Expulsion: A written complaint will be presented to the TNG Executive Board with a copy given to the TNG Executive Board Officers. The TNG Executive Board Officers will choose three (3) members of the TNG to interview the parties involved and inform the TNG Executive Board Officers of their findings in writing.

1. Based upon the three-member report, the TNG Executive Board may institute expulsion proceedings.
2. The TNG Executive Board, the TNG President, or if the President is unable or refuses to act, the TNG Vice President, shall schedule the matter to be heard by the TNG Executive Board at a special meeting held not less than ten (10) days nor more than forty (40) days after the date the TNG Executive Board Instituted expulsion proceedings.
3. A person appointed by the TNG Executive Board, the TNG President, or if the President is unable or refuses to act, the TNG Vice President shall deliver, at least ten (10) days prior to the date of the hearing, a notice of the time and place of the hearing, to the subject member either in person or by US. mail addressed to the member at his/her address as it appears in the record books of the TNG. Should the appointed person fail or refuse to deliver notice to the subject member, such notice may be delivered by any other member of the TNG.
4. The hearing shall take place at a special TNG Executive Board meeting, not less than ten (10) days after the notice has been delivered or deposited in the US. mail. If a quorum of the Executive Board fails to attend the special meeting, the matter shall be set for another special meeting. However, if a quorum of the Executive Board fails to attend the second special meeting, the potential expulsion against the subject member shall be dismissed.
5. Notice of the Special Meeting and Notice of the Hearing shall be given to the TNG Executive Board. The hearing shall be informal, and rules of evidence and rules of civil and judicial procedure need not be observed.
6. The hearing shall be presided over by the TNG President who shall:
 - a. Read the charges against the member
 - i. Require that the charges be verified by the testimony of the person or persons making the charges.
 - b. Hear any other witnesses against the member.
 - c. Allow the member to cross-examine each witness.
 - d. Allow the member to make a statement on his/her own behalf.
 - e. Allow the member to call witnesses on his/her own behalf.
 - f. Allow the TNG Executive Board Officers who are present, to question witnesses subject to control of the presiding TNG President; and
 - g. Rule on the admission and exclusion of evidence and on questions of hearing procedure.
7. After the hearing is closed, the TNG Executive Board shall vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent of the discipline, the discipline shall be a private reprisal and no suspension or expulsion shall result.
8. The vote imposing discipline or dismissing the matter shall in either event be final.

Section 6:

An expelled member shall not be eligible for re-admission to the TNG.

Section 7:

All rights of the expelled member in the TNG or in its property shall cease upon their expulsion.

ARTICLE 5. OFFICERS

Section 1:

The officers of the TNG shall consist of a President, Vice-President, Secretary, Membership Chair, Treasurer and Sergeant-at-arms. The officers shall be elected annually by the membership. Officers may hold an office for not more than two (2) consecutive terms or until the successors are duly elected or appointed as provided by these By-Laws. In the event any office, aside from the office of President, becomes vacant for any reason, the vacancy shall be filled by appointment of the President. If the office of President becomes vacant for any reason, the vacancy shall be filled by appointment of the Vice-President.

Section 2:

The **President** shall serve as the Executive Officer of the TNG, presiding over all meetings of the membership. Meetings are to be conducted in accordance with the model provided by the TNG and contained within Article 8. The President shall also be an ex-officio member of all committees, and exercise general supervision over affairs and activities of the TNG.

The **President** shall also chair all Board meetings and shall appoint persons to positions not filled. The President further oversees responsibilities of the Chairpersons and handles any guest conflicts at membership meetings.

The **President** shall be one of the three (3) authorized signers on the TNG checking account. The President shall also perform such other duties as are ordinarily incumbent upon a President.

Section 3:

The **Vice-President** shall call for chairperson reports at membership meetings and chair membership meetings in the absence of the President. The Vice-President shall also keep weekly attendance records and notify the Secretary to send appropriate termination notices.

The **Vice-President** shall be one of the three (3) authorized signers on the TNG checking account and shall assume the duties of the Treasurer in their absence. The Vice-President shall perform such other duties as are ordinarily incumbent upon the Vice-President and other such duties as may be assigned by the President or the Executive Board.

Section 4:

The **Secretary** shall keep and maintain the minutes of all meetings and submit a copy to the TNG President / Vice-President within five (5) days after each meeting. The Secretary shall provide the TNG Executive Board Officers with a monthly report of referrals given and received and perform such duties that are ordinarily incumbent upon a Secretary.

Section 5:

The **Treasurer** shall keep and maintain records of all financial actions of the TNG including but not limited to maintaining a TNG checking account, providing an invoice for the Annual Membership fees two weeks before the end of each fiscal, paying facility charges and other bills of the TNG including socials and other approved events, and paying for supplies ordered for the TNG.

The **Treasurer** shall be one of the three (3) authorized signers on the TNG checking account. The Treasurer is responsible for adding and removing the incoming and outgoing officers to the list of authorized check signers with the bank. The minutes of the election results shall be collected from the Secretary and a new Account Signature Card completed. This shall be accomplished within the first month of the new fiscal year.

The **Treasurer** shall provide to the TNG Executive Board Officers a detailed report regarding all bank transactions at a minimum on a quarterly basis unless otherwise requested by the TNG Executive Board Officers. The Treasurer shall also perform such duties that are ordinarily incumbent upon a Treasurer.

Section 6:

The **Membership Chairperson** shall upkeep and provide a membership packet to guests. They are required to inform the guests of the requirements and cost to join the TNG. The Membership Chairperson shall collect potential membership applications and ensure they are complete. The application will be turned into the TNG Executive Board Officers. They shall also contact the potential member with the results of the vote no later than three days (3) after membership is approved. In the event a guest decides not to join TNG, the Membership Chairperson shall follow up with a query as to why. They shall also maintain a Welcome Packet that will be presented to the new members at their first meeting as a member (refer to Article 9, Section 1.)

Section 7:

The **Sergeant at Arms** shall maintain order at weekly meetings, circulate the referral bucket. Any disruptions to the orderly running of the THG meeting shall be professionally handled by Sergeant at Arms. The Sergeant at Arms shall supply and retrieve referral forms at each membership meeting and be able to explain the referral forms and the definition of a referral. The Sergeant at Arms shall assume the duties of the Membership Chairperson in their absence.

Section 8:

Officers shall not be held legally responsible for actions of the TNG.

ARTICLE 6. EXECUTIVE BOARD

Section 1:

The TNG shall be governed by an Executive Board. Any elected officer or committee person may be removed from office at the discretion of a TNG Executive Board Officers.

Section 2:

The Executive Board shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Membership Chairperson, and the Sergeant at Arms. The President shall preside over the Executive Board and be the Chairperson of the Board. In the event of a vacancy on the Executive Board, when such vacancy has been filled, the appointee shall serve for the duration of the term of the individual being replaced. Each Executive Board member shall be an active member in good standing and not an alternate.

Section 3:

The Executive Board Officers shall have control and management of TNG activities, disciplining members, and generally supervising the affairs of the TNG.

Section 4:

The Executive Board shall meet at least quarterly. A majority of the Executive Board is needed for the transaction of business. Board meetings may be held at the request of any Board Member or TNG member, subject to availability of Board Members.

Section 5:

1. A quorum of the Executive Board at any meeting shall consist of a majority of the elected officers then in office, except that:
 - a. If there is an even number of officers then in office, one half of the officers shall constitute a quorum.
2. If any meeting is adjourned, notice of adjournment need not be given if the time and place to which the meeting is adjourned are fixed and announced at the meeting. At each meeting of the Executive Board at which a quorum is present, all questions and business shall be determined by a majority vote of those present.

Section 6:

Any action that may be authorized or taken at a meeting of the Executive Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the officers, which writing or writings shall be filed with or entered upon the records of the TNG.

Section 7:

Executive Board Members shall not be held legally responsible for actions of the TNG.

ARTICLE 7. ELECTION PROCEDURE

Section 1:

After the first full year of the TNG existence, the election of Officers/Board Members shall be held at a regular meeting prior to December 20th of each year and the new Officers/Board Members will assume their responsibilities at the first regular meeting in January.

Section 2:

The voting shall be by ballot and shall be cumulative. There shall be no voting by proxy.

Section 3:

At a regular meeting of the TNG, at least four (4) weeks prior to the date of the annual election, the President shall appoint a nominating committee. The nominating committee shall consist of three (3) TNG members. The President shall designate a chairperson for this committee. The duties of the committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of such officers. Nominees for Officers/Board Members consist of a minimum of two (2) for President, a Secretary, a Treasurer, a Membership Chairperson, and a Sergeant at Arms.

Section 4:

At least three (3) weeks before the annual election, the nominating committee shall submit a list of nominees. Two members shall be nominated for President and there will be no Vice-President nominated. The runner-up for President shall serve as Vice-President. At least two (2) weeks before the annual election, open nominations at a regular meeting of the membership of the TNG may be made for any office and submitted with the list generated by the nominating committee. The entire list of nominees shall then be submitted to the TNG for an election of officers and board members.

Section 5:

On election day, the President shall appoint one member who, in conjunction with the Sergeant at Arms will distribute, collect, and count the ballots and report the results to the President, who shall announce the results to the TNG. A majority of votes cast is necessary to determine election of an Officer/Board Member. In the event that no candidate for a particular office or board member position receives a majority vote, the President shall designate a time and place for further balloting for such office/position. Prior to the second ballot, the nominee with the lowest vote on the first ballot shall be eliminated from the second ballot.

Section 6:

The TNG may, upon a majority vote of the members, conduct a Nomination and Election of the Officers/Board Members during the same meeting.

Section 7:

Only members in good standing shall be eligible to hold office or vote. Such members must not be in arrears on TNG annual membership dues.

Section 8:

A member's alternate may not hold office but may vote if the regular member is absent.

ARTICLE 8. MEETINGS

Section 1:

The TNG shall hold regular weekly meetings starting at consistent times and lasting for 1 hour and 15 minutes each week. Should there be two meetings conducted, morning and evening, these shall be conducted in similar fashion with approved differences. The date and place of such meetings will be determined by the TNG Executive Board Officers.

1. Morning meeting agenda

- a. The meetings shall begin with the Pledge of Allegiance and a prayer over the meeting.
- b. The TNG Purpose / Overview statement shall be read.
- c. Any guest and/or visitor will be acknowledged and given the opportunity to introduce themselves and speak about their profession.
- d. Each Committee Chairperson shall provide a report regarding their committee activities, if any.
- e. Each member or alternate will provide a brief 45 second commercial for their business.
- f. One member each week, as coordinated by the Program Chairperson, will be spotlighted. They will have 20-30 minutes after the individual commercials to speak about their profession at length.
- g. Upon conclusion of the members presentation, the speaker for the next scheduled meeting will be announced by the Program Chairperson.

- h. The meeting shall be adjourned.
 - i. The members shall pay their own meal fee and gratuity, if one is incurred.
2. Evening meeting agenda
- a. The purpose of the evening meetings is to enable membership to those who are unable to attend morning meetings.
 - b. The date and place of such meetings will be determined by the TNG Executive Board Officers.
 - c. A TNG Executive Board Officer shall be present at each meeting.
 - d. The meetings shall begin with the Pledge of Allegiance and a prayer over the meeting.
 - e. The TNG Purpose / Overview statement shall be read.
 - f. Any guest and/or visitor will be acknowledged and given the opportunity to introduce themselves and speak about their profession.
 - g. No votes can be conducted during the evening meeting unless a Quorum of members are present. Refer to Article 7. Election Procedure.
 - h. Minutes of the evening meeting shall be recorded and submitted to the TNG Secretary in a timely manner.
 - i. The members shall pay their own meal fee and gratuity, if one is incurred.
3. Problems or complaints will not be aired at the regular meeting but will be referred to the TNG Executive Board Officers.
4. All TNG meetings, except for special, shall be held within the territorial limits of the TNG.
5. The TNG Executive Board Officers may approve lengthier or additional meetings as required.
6. No meeting shall be conducted the week immediately following these major holidays:
- a. New Years
 - b. Easter
 - c. Memorial Day
 - d. Independence Day
 - e. Labor Day
 - f. Thanksgiving
 - g. Christmas

ARTICLE 9. MATERIALS AND SUPPLIES

Section 1:

TNG shall be responsible for providing the Membership Chairperson with literature, brochures, and advertising supplies for each of the members.

1. Each new member shall receive a welcome packet to include:
 - a. New member application form that includes the appropriate fees required.
 - b. Code of Conduct for members as outlined in Article 4 Section 1.
 - c. Names of Executive Board members.
 - d. TNG Social media information and its rules.
 - e. Referral slips and/or ways to do it electronically (if possible).

Section 2:

Any TNG advertising program or publication for the public must be submitted to the TNG Executive Board Officers for approval.

ARTICLE 10. REVENUE

Section 1:

Each new member of the TNG shall pay an annual membership fee. The payment of this fee shall be paid immediately prior to attending their first meeting. Existing members shall pay the annual membership fee by the end of the first month of the new fiscal year.

The membership fee is non-refundable.

Section 2:

A member shall be regarded in good standing if he/she is not more than thirty (30) days in arrears on payment of the annual membership fees.

Section 3:

The fiscal year of the TNG is from January 1 of each year until December 31.

ARTICLE 11. COMMITTEES AND CHAIRPERSONS

Section 1:

The **TNG Executive Board Officers** shall determine the number and purpose of all committees necessary to achieve the objectives and purposes of the TNG.

Section 2:

The **President** shall, immediately following election, appoint the Chairpersons of all committees, and shall announce such appointments not later than February 1 following the election.

Section 3:

The **Social Chairperson** shall be responsible for organizing TNG socials/mini-socials on at least a semi-annual basis. Such socials may also be held on a monthly, bi-monthly, or quarterly basis. The Social Chairperson shall coordinate with other members in planning combined socials and area-wide socials. The socials replace the weekly meal meeting of the TNG for that week. The TNG shall not sell or serve liquor or alcoholic beverages to members or to guests at any social event. An assistant chairperson may be assigned to assist this chairperson and, in their absence, act on their behalf.

Section 4:

The **Program Chairperson** shall assign and maintain a list of speakers for at a minimum of three (3) meetings. In the event a speaker is unable to attend his/her scheduled speaking engagement, the Program Chairperson is responsible for filling such time with various activities. An assistant chairperson may be assigned to assist this chairperson and, in their absence, act on their behalf.

Section 5:

The **Hospitality/Business Card Holder Chairperson** shall arrive at meetings fifteen (15) minutes before the published meeting time. They shall set up the meeting area, hospitality table for business card holders, brochures, and member listings of the TNG. The Hospitality/Business Card Holder Chairperson shall also set up a display table for the members' brochures and materials if necessary. An assistant chairperson may be assigned to assist this chairperson and, in their absence, act on their behalf.

Section 6:

The **Publicity Chairperson** shall collect event information for the TNG social media / newsletter and post to it on a monthly basis. This will include TNG specific events as well as events coordinated by individual TNG members. This chairperson is responsible for the purchase and maintaining of such advertising media, if any should be required, upon TNG Executive Board Officers approval. An assistant chairperson may be assigned to assist this chairperson and, in their absence, act on their behalf.

ARTICLE 12. MISCELLANEOUS

Section 1:

Any person who is proposed and accepted in membership in the TNG shall be deemed to have accepted these By-Laws and any subsequent changes prepared by the TNG and shall be bound by them in all respects.

ARTICLE 13. NOT FOR PROFIT ORGANIZATION

Section 1:

The TNG is organized and shall operate as not for profit organizations for personal improvement and other similar non-profit purposes. Any income received shall be applied only to non-profit purposes of the organization, and no part of the income shall be for the benefit of any individual officer or member.

