

Network Professionals International, Inc.
Bylaws
JULY 2012

Article 1. Name

Section 1:

Each chapter shall be known as Network Professionals of _____ chapter (insert locality name), and shall be entitled to such name as long as Network Professionals International, Inc. a Florida corporation consents to such use.

Article 2. Purpose

Section 1:

Network Professionals International, Inc. is an organization of business persons dedicated to the ideals of improving their careers through interchange of social and professional contacts and referrals. Each business or professional occupation is represented by one member and conflicts of interest are not allowed. Some businesses or occupations are divided into subcategories on the condition that conflicts will not occur between the subcategories. For example, the occupation or business profession of insurance may be divided into areas such as Property/Casualty; Life/Long Term Care & Disability; Health, Business/Commercial Insurance.

Section 2:

A "referral" is defined as a contact between two members or when one member generates a contact between another member and non-member, which could potentially lead to a business transaction. "Referrals" may be amended to include definitions agreed on by the local chapter with the approval of the Regional Director.

Section 3:

The goal of NPI is to expand each member's business contacts through building long-term relationships and alliances for the generation of referrals. No guarantees are implied or expressed after the first year with regard to generation of referrals, business, revenues or related items.

Article 3. Membership and Classification

Section 1:

(a) Membership of chapters shall consist of men and women of good character and community standing, residing or having other community interests within the area of the chapter.

(b) When a chapter is over 25 members, prospective members must attend two (2)

meetings, submit application with payment, and will be interviewed by the Board of Directors. NPI, the Board of Directors, officers nor voting members of chapter can be held legally responsible for rejection of an applicant. The following criteria will be utilized to evaluate an applicant for membership:

1. Professionalism
2. Category of Business/conflicts with members
3. Good character reference
4. Past business experience
5. NPI does not discriminate based on race, age, religion, sex, national origin or sexual orientation.

(c) Any person who is proposed and accepted in membership in any NPI chapter shall be deemed to have accepted these Bylaws and any subsequent changes as prepared by NPI and shall be bound by them in all respects.

(d) Occasionally, a slight overlap of occupations will occur and conflicts of interest may arise. In case of such conflicts, the Board of Directors will approve membership application upon due consideration with appropriate restriction on the overlapping business.

(e) An alternate, with approval of Regional Director, may represent the member if that person is employed by the same company.

(f) If the company owns the membership and replaces their member, the Board of Directors shall have the right to approve or deny the new member and shall advise the said company of its decision in writing through the Regional Director.

(g) A company may belong to any number of chapters. A separate membership fee is required for each chapter. An individual may belong to more than one chapter with approval by Regional Director.

(h) If the individual member changes company or professional category that they represent, the Regional Director (s) and then the Board of Directors and) shall have the right to approve or deny the new company or category by vote in Section (b) above.

(i) A member may request transfer to another Region and/or Chapter with approval of Regional Director(s) and Board of Directors of the new Chapter. A transfer fee of \$100 is payable to NPI.

Section 2:

Any member may resign from a chapter provided that all indebtedness to the chapter has been paid. A resignation shall be submitted in writing to the Regional Director and Board of Directors and shall become effective when received.

Membership fees are nonrefundable.

Quarterly meal fees will be refunded on a prorated basis.

Article 4. Membership Commitment

Section 1:

Members are required to abide by the following:

- (a) Have a fellow member satisfy their personal needs whenever possible.
- (b) Recruit one new member for NPI per year.
- (c) Attend weekly chapter meetings; two consecutive unexcused absences, or three absences in a three-month period may result in membership forfeiture.
- (d) Provide a minimum of (2) qualified referrals per month within their chapter.
- (e) Be current with NPI Membership fees. Chapter meal fees are paid quarterly in advance and are paid whether you eat or attend meeting. If meal fees are not paid by the third meeting of the new quarter, membership will be suspended until meal fees are brought up to date.
- (f) Conform to NPI Bylaws and any subsequent modifications to NPI Bylaws. Violation of the above may result in membership termination at the direction of the Regional Director.

Section 2:

The Regional Director will terminate a member from the chapter for the following:

- Any willful failure or refusal to abide by NPI Bylaws.
- Any willful failure or refusal to pay any assessments levied pursuant to the provisions of Bylaws.
- Any willful failure or refusal to abide by Article 4, Section 1
- Conviction of any felony or crime involving moral turpitude
- Any conduct that causes embarrassment, personally or in business community, to any member, or causes that member any public disrepute
- Misconduct or breach of the chapter's ethics in such a nature as to render members continued presence in the chapter either personally or professionally obnoxious or detrimental to other members of the chapter.

All rights of the member in NPI and the chapter shall cease upon the member's termination.

Article 5. Officers

Section 1:

The officers of the chapter shall consist of a President, Vice President, Secretary and Treasurer. 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 bylaws. 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 the President becomes vacant for any reason, the Vice

President shall fill the vacancy. If the VP cannot or refuses to fill the vacancy, the Regional Director will assign an interim President.

First year Chapters will abide by Article 14

Section 2:

The President shall serve as the Executive Officer of the Chapter, presiding at all meetings of the membership using the approved NPI Meeting Procedures (Flip Chart). Immediately upon his Election, the President shall appoint persons to the remaining Board positions and Committee Chairpersons and shall assure that Officers and Committee Chair People are fulfilling their duties. The President shall chair all Board meetings and handles any guest conflicts at membership meetings.

The President shall also be the Ex Officio member of all committees, and exercise general supervision over affairs and activities of the chapter. The President shall perform such other duties as are ordinarily incumbent upon a President and reports to the appropriate NPI Regional or Area Director.

Section 3:

The Vice President shall introduce the Officers and call for chairperson reports at membership meetings. The Vice President will chair Membership Meetings in the absence of the President or when the President is making a presentation. The VP shall also provide weekly attendance records to the Regional Director and Board and shall notify Regional Director to send appropriate notices.

Section 4:

The Secretary shall keep and maintain the minutes of all Board of Director meetings and shall be responsible for all correspondence of the chapter as required by the President, VP or Board of Directors. The Secretary retrieves referral forms from each membership meeting and explains the referral forms and the definition of a referral. The Secretary shall also provide the Regional Director, the Board and chapter members with a monthly report of referrals given and received and announces to the Chapter, the member giving the most referrals for that period. The Secretary shall also generally 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 chapter including, but not limited to, opening a chapter bank account, billing and collecting quarterly meal fees, paying meal charges and other bills of the chapter, including socials and other chapter events. New members will be billed for the pro-rated quarterly meal fees, which will be due immediately upon acceptance. The Treasurer shall provide Regional Director and the Board with a monthly report of status of chapter funds. The report will include the status of meal fee payments and notify Regional Director and Board of any nonpayment of fees by the 3rd meeting of the new quarter. The Treasurer shall also generally perform such duties that are ordinarily incumbent upon a Treasurer.

Section 6:

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

Article 6. Directors**Section 1:**

Each chapter shall be governed by a Board of Directors.

Section 2:

The Board of Directors shall consist of the President, a past President, the Vice President, the Secretary, the Treasurer, the Membership Chair, and the Sergeant at Arms. The President shall preside over the Board of Directors and be the Chair of the Board. In the event of a vacancy on the Board of Directors, when such vacancy has been filled, the appointee shall serve for the duration of the term for the individual being replaced. Each director shall be an active member in good standing and not an alternate. The Board may add a chair position to the Board if deemed necessary.

Section 3:

The Board of Directors shall have control and management of the chapter's activities, in accordance with these Bylaws, and general supervision of the affairs of the chapter in accordance with the Bylaws.

Section 4:

The Board of Directors shall meet at least monthly. A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those present in the quorum shall be necessary to give effect to any action of the Board. A Special Board meeting may be held at the request of any Board Member, or NPI representative subject to availability of Board Members.

Section 5:

The Regional Director NPI shall be advised of all board meetings and make effort to attend.

Section 6:

Board Members shall not be held legally responsible for action of the Chapter.

Article 7. Election Procedure**Section 1:**

The fiscal year of the chapter for the purpose of elections and officers is from January 1 of each year until December 31.

After the first full year of a Chapter's existence, the Election of Officers 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.

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

Section 3:

At a regular meeting of the chapter, at least four weeks prior to the date of the annual election, the President shall appoint a nominating committee. The nominating committee shall consist of three Chapter members (not to include any current Officers) and the Regional Director. The Regional Director 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. Nominations for the Officers will be for President, Vice President, Secretary, and Treasurer.

Section 4:

At least three weeks before the annual election, the nominating committee shall submit a Slate of Nominees. At least two weeks before the annual election, open nominations at a regular meeting of the membership of the Chapter may be made. The entire list of nominees shall then be submitted on Election day to the chapter for vote.

Section 5:

On Election Day when the Slate is presented, a majority of votes cast is necessary to determine election of an Officer. In the event that there are more than two nominees for a particular office and no candidate receives a majority vote, the President shall designate the time for further balloting for such office. Prior to the second ballot, the nominee with the lowest vote on the first ballot shall be eliminated from the second ballot. This same procedure shall be followed until one nominee receives a majority of all votes cast. On Election Day and any subsequent balloting, the Regional Director in conjunction with the Sergeant at Arms will distribute, collect, count the ballots, and report the results to the President, who shall announce the results to the Chapter.

Section 6:

Only members in good standing (considering proactive membership to include attendance, referral passing and payment of all dues) shall be eligible to hold office.

Section 7:

Alternates may not hold office, but may vote if regular member is absent.

Article 8. Weekly Chapter Meetings

Section 1:

The chapter shall hold weekly meetings lasting for an hour and fifteen minutes or less. To

change the day and time of the meeting 100% approval of the membership and approval by the Regional Director is required. The meetings shall feature chapter members as speakers and there are no outside speakers.

Section 2:

The President will assure that problems or complaints will not be aired at the regular meeting but will be referred to the Board of Directors.

Section 3:

The discussion of politics, religion, discriminatory statements, or inappropriate language will not be tolerated.

Section 4:

Badges shall be worn at all weekly meetings.

Article 9. Materials and Supplies

Section 1:

The Regional Director shall provide literature, brochures, badges and advertising supplies to each of the chapters. Hospitality Chair will assure the Regional Director knows what is needed to replenish supplies in Chapter Case.

Section 2:

Any advertising program or publication for the public must be submitted to the Regional Director for approval.

Article 10. Revenue

Section 1:

Each new member of the chapter shall pay a membership fee and is paid to NPI Regional Director. The payment of the fee shall be a prerequisite to admission to the chapter. It must be paid prior to becoming a member. The membership fee is nonrefundable unless the applicant is refused membership.

Section 2:

Annual renewal fees will be invoiced by the Regional Director and shall be due and payable to NPI, Inc., on the anniversary month of a member's joining of the chapter.

Section 3:

Quarterly meal fees shall be set by the Board of Directors and paid by all members regardless of whether they eat or attend meetings. Quarterly meal fee invoices will be distributed two weeks prior to beginning of the new quarter to be collected by the third

meeting of the new quarter. See Article 4, Section 1(e).

Article 11. Committees and Chairpersons

Section 1:

NPI Regional Director shall determine the number and purpose of all committees necessary to achieve the objectives and purposes of the chapter.

Section 2:

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

Section 3:

The Membership Chairperson shall explain to guests the process and cost of joining the chapter and takes their business card to follow up with each guest. The Membership Chairperson shall forward a copy of all guest business cards to the Regional Director at the end of each meeting and report status of guests to the Regional Director and Board each month.

Section 4:

The Sergeant at Arms shall maintain order at weekly meetings, circulate the referral bucket, collect professional fees, monitor each member's commercial and monitor the speaker's time limit in order to assure all members of equal time.

Section 5:

The Hospitality Chairpersons shall arrive at the meeting and greet guests at least 20 minutes prior to start. The Hospitality Chair shall set up the meeting area; table for business card holders, brochures, nametags, and guest cards and insure that each guest completes a guest card receives a nametag and guest information packet. This table shall also be utilized for displaying members' brochures and materials. At the end of meeting, the Hospitality Chair will collect all chapter materials, returned to the Chapter Case and maintained in an orderly manner.

Section 6:

The Program Chairperson shall arrange and maintain a list of speakers for three (3) to four (4) weeks in advance, announcing speakers during the weekly meetings. In the event a speaker is unable to attend his scheduled speaking engagement, the Program Chair is responsible for filling such time with various activities or another member speaker.

Section 7:

The Social Chairperson shall be responsible for organizing chapter socials on a quarterly basis. The Social Chair shall coordinate with other chapters' Social Chair and Executive/Regional Directors in planning inter- chapter socials and area-wide socials. The

socials may replace the weekly meeting of the chapter for that week with approval of NPI Regional Director. The chapter/NPI shall not sell or serve liquor to members or to guests at any social event.

Section 8:

The Publicity Chairperson shall compile information for the chapter newsletter on a quarterly basis and submit appropriate press releases to local newspapers regarding chapter events.

Section 9:

the Historian shall keep copies of all appropriate information for the chapter, assist the Publicity Chair with newsletter publications, and maintain a scrapbook of the chapter's yearly events and its history.

Article 12. Professional Fees

Section 1:

Professional Fees are based on NPI Requirements and Commitments and are normal ethical standards and practices for an NPI member. Fees are assessed at the weekly meetings. Non-payment of the fees may result in immediate loss of membership. IOUs are not acceptable. The fees are as follows:

Fees will not be eliminated or reduced without approval of Regional Director.

NO GUEST	\$1.00
NO REFERRAL	\$1.00
MISSED MYSTERY GUEST	\$1.00
NO NAME BADGE	\$1.00
LATE TO MEETING	\$1.00
LEAVING MEETING EARLY	\$1.00
PER MINUTE PRESIDENT FOR RUNNING OVERTIME	\$1.00
CELL PHONE RINGING, TEXTING, EMAILS	\$5.00
PER WEEK FOR LATE MEAL FEES	
(NOT PAID BY THIRD MEETING OF NEW QUARTER)	\$5.00
NO SHOW SPEAKER WITHOUT 72	
HOURS NOTICE TO PROGRAM CHAIR	\$5.00

Article 13. First Year Chapters

Section 1:

The Regional Director of NPI shall be the acting President and appoint all officers and committee people.

The Regional Director shall settle all conflicts of interest, determine membership categories, and give final membership approval.

Section 2:

Article 3, Section 1(d) may be waived only by the NPI Regional Director.

Section 3:

The NPI Regional Director may replace any board member or committee person and appoint the replacement.

Section 4:

The NPI Regional Director will no longer act as president of the chapter once the officers and committee members necessary to conduct the newly-formed chapter has been appointed

Article 14. Not for Profit Organization

Section 1:

Each NPI Chapter is organized and shall operate as a not-for-profit organization for personal improvement and other similar not-for-profit purposes. Any revenue received shall be applied only to not-for-profit purposes of the Chapter.