

# PROFESSIONAL REFERRAL EXCHANGE OF Southeast PA & MD, LLC ORGANIZATION BY-LAWS

**January 24, 2022**

Chapters of PRE are 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 inure to the benefit of any individual officer or member. Professional Referral Exchange does not discriminate on the basis of race, age, religion, sex, national origin or disability.

## ARTICLE 1. NAME

Each Chapter shall be known as PRE of \_\_\_\_\_ (insert Chapter name) and shall be entitled to use such name so long as Professional Referral Exchange consents to such use.

## ARTICLE 2. PURPOSE

### Section 1:

Professional Referral Exchange (hereinafter "PRE") is an organization of persons dedicated to improving their business potential through interchange of professional and social contacts and referrals. Each business or professional occupation is represented by one member in each Chapter. 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 and health insurance/employee benefits; realtor into residential and commercial; banker may be divided into personal and business.

### Section 2:

A "referral" is defined as a contact between two members or when one member generates a contact on behalf of another member with a non-member which could potentially lead to a business transaction. The definition of a "referral" means that the prospect the member is referred to is expecting a call and has expressed interest in the product or service offered by the PRE member.

### Section 3:

The goal of PRE 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.

### Section 4:

Each Chapter of PRE shall have a PRE Representative responsible for guiding, enforcing, and implementing all by-laws relating to membership in PRE.

## ARTICLE 3. OFFICERS

### Section 1:

The officers of the Chapter shall consist of a President, Vice-President, Secretary, Membership Chair, Treasurer and Sergeant-at-Arms. The officers shall be appointed by the PRE Representative or elected annually by the membership, as determined by each Chapter. If no other members are interested in being appointed or elected, the current officers may extend their term of office for another year 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 PRE Representative.

### Section 2:

The President shall serve as the Executive Officer of the Chapter, presiding at all meetings of the membership. The President shall also be an ex-officio member of all committees, and exercise general supervision over affairs and activities of the Chapter. The President shall also chair all Board of Directors meetings and shall appoint persons to positions not filled by the Chapter's organizing director. The President further oversees responsibilities of the remaining Board of Directors' members, and handles any guest conflicts at membership meetings. The President shall perform such other duties as are ordinarily incumbent upon a President and report to the PRE Representative/Board of Directors. The President shall attend, or appoint a Chapter representative to attend, all PRE area meetings that may be scheduled by PRE as "President's Meetings". Chapters who are not represented at these meetings may be subject to disciplinary action as determined by PRE. The President serves at the pleasure of the PRE Representative and can be replaced at any time.

### 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 send appropriate warning/termination notices. 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 Board of Directors.

### Section 4:

The Secretary shall keep and maintain the minutes of all Board of Director meetings. He shall be responsible for all correspondence, including referral warning letters, of the Chapter as required by the President, Vice-President, or Board of Directors. The Secretary shall supply and retrieve referral forms at each membership meeting and explain the referral forms and the definition of a referral. The Secretary shall provide PRE with a monthly report of referrals given and received by the second Monday of the subsequent month 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 Chapter including, but not limited to, opening a Chapter bank account, billing quarterly chapter dues two weeks before the end of each fiscal quarter and collecting meal fees by the first regular meeting of the quarter, paying charges and other bills of the Chapter, including socials and other Chapter events, and coordinate ordering supplies from PRE. The Treasurer shall also perform such duties that are ordinarily incumbent upon a Treasurer.

### Section 6:

The Sergeant-at-Arms shall maintain order at weekly meetings, circulate the referral bucket, remind members of professional fees, monitor each member's commercial, and monitor the speaker's time limit.

**Section 7:**

The Membership Chairperson shall explain to guests the number of meetings they may attend and the cost of joining PRE. The Membership Chairperson may visit prospective members to interview and report findings to the Chapter prior to voting on membership. The Membership Chairperson shall also contact the potential member with the results of the vote and forward new member applications and checks to PRE not later than three days (3) after membership is approved.

**Section 8:**

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

## **ARTICLE 4. DIRECTORS**

**Section 1:**

Each Chapter shall be governed by a Board of Directors. Any President, elected officer, director or committee person may be removed from office at the discretion of a Representative of PRE.

**Section 2:**

The Board of Directors shall consist of the President, the past President(s), the Vice-President, the Secretary, the Treasurer, the Membership Chairperson, and the Sergeant at Arms. The President shall preside over the Board of Directors and be the Chairperson 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 of the individual being replaced. Each Board Member shall be an active member in good standing and not an alternate.

**Section 3:**

The Board of Directors shall have control and management of the Chapter's activities, disciplining members, and generally supervising the affairs of the Chapter.

**Section 4:**

The Board of Directors shall meet at least monthly. A majority of the Board of Directors is needed for the transaction of business. Board meetings may be held at the request of any Board Member or PRE Representative, subject to availability of Board Members.

**Section 5:**

A quorum of the Board of Directors at any meeting shall consist of a majority of the board members then in office, except that: (a) if there is an even number of board members then in office, one half of the board members shall constitute a quorum and (b) a majority of the board members present at a meeting duly held, whether or not a quorum is present, may adjourn the meeting from time to time.

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 Board of Directors, at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Organization By-Laws.

**Section 6:**

Any action that may be authorized or taken at a meeting of the Board of Directors 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 directors, which writing or writings shall be filed with or entered upon the records of the Chapter and PRE.

**Section 7:** Board Members shall not be held legally responsible for actions of the Chapter.

## ARTICLE 5. ELECTION PROCEDURE

### Section 1:

After the first full year of a Chapter's existence, the election of Officers/Board Members shall be held at a regular meeting scheduled at the discretion of the PRE Representative. The final ballot listing the newly elected Officers/Board Members must be approved by the PRE Representative. The new Officers/Board Members will assume their responsibilities thirty days after the annual election has been held and the PRE Representative has approved the ballot. (First Year Chapters refer to Article 13).

### 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 Chapter, 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) Chapter 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 President, a Vice President, a Secretary, a Treasurer, a Membership Chair, 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. At least two (2) weeks before the annual election, open nominations at a regular meeting of the membership of the Chapter may be made for any office and submitted with the list generated by the nominating committee. The PRE Representative must then approve the nominations for President and the Executive Board. The entire list of nominees shall then be submitted to the Chapter for an election of officers and board members.

### Section 5:

On Election Day, the President shall appoint two members who will distribute, collect, and count the ballots and report the results to the President, who shall announce the results to the Chapter. 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. This same procedure shall be followed until one nominee receives a majority of all votes cast.

### Section 6:

Only members in good standing shall be eligible to hold office or vote. Such members must not be in arrears on PRE Corporate dues or Chapter meeting dues.

### Section 7:

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

## **ARTICLE 6. MEMBERSHIP AND CLASSIFICATIONS**

### **Section 1:**

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.

### **Section 2:**

Prospective members may attend two (2) consecutive meetings and submit application to the Membership Chairperson at their first, or second. A membership vote by the Board of Directors may be taken to approve or deny the application. A majority of no votes will reject an applicant. Each Board member is entitled to one vote. Neither PRE, the Board of Directors, officers or voting members of any Chapter shall be legally responsible for rejection of an applicant. The following criteria will be utilized to evaluate each applicant for membership:

- Professionalism
- Category of business/conflicts with current members
- Negative character reference
- Past business experience
- Lack of proper facility to conduct business

### **Section 3:**

A member shall pay the designated initial investment and such additional membership fees as determined by PRE.

### **Section 4:**

Each member shall hold only one membership category. The individual or the company that pays the fees shall own membership. If the member leaves the Chapter, all membership rights shall automatically terminate. An alternate may represent a member if the alternate represents the same company or the company owns the membership. Occasionally, slight overlaps of occupations may occur. In case of such overlap, the PRE Representative or Chapter Board of Directors may approve a membership application subject to appropriate restriction on the overlapping business.

### **Section 5:**

A company may belong to any number of Chapters, but a different employee must be the member in each Chapter. A separate membership fee is required for each Chapter.

### **Section 6:**

If an individual member changes companies or the category that he/she represents, the Chapter members shall have the right to approve or deny the new company or category by vote. A superseding application form and fee for a new name badge must be submitted to PRE for a member to change categories. If a company owns the membership and changes the participating member, the PRE Representative/Board of Directors shall have the right to approve or deny the new member.

**Section 7:**

Network marketing or direct sales businesses are eligible for membership if approved by the PRE Representative. PRE does not allow any recruiting in chapter weekly meetings for any member who wants to build or grow a sales team for their company. Sales of products and services only are permitted in PRE chapter meetings. Business opportunity recruiting from representatives of Network marketing/direct sales companies is strictly disallowed. Marketing Plan, i.e. multi-level marketing companies, are not eligible for membership except as approved by PRE. 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 8:**

Any member may resign from a Chapter provided that all indebtedness to the Chapter & PRE has been paid. A resignation shall be submitted in writing to the PRE Representative/Board of Directors and shall become effective when received by the Representative/Board. Membership fees paid to PRE are non-refundable. Quarterly chapter dues are handled by the Representative/Board at the Chapter level.

**Section 9:**

Members who want to transfer their membership from one Chapter to another must obtain approval of the departing Chapter. The chapter to which they want to transfer must approve the transferee the same as a new member, and the PRE Representative(s) must approve the transfer. The member transfer fee is \$50 which covers the administrative costs of the change and supplies the transferred member with a new name badge.

**Section 10:**

Members are required to abide by the following:

- (a) Have a fellow member satisfy their business needs whenever possible;
- (b) Bring at least one qualified member prospect to their weekly meeting in the first three months.

To remain a member in good standing, members must:

- (a) Regularly attend weekly Chapter meetings. Two consecutive absences or three absences in a calendar quarter are subject to review by the Board and may result in membership suspension or expulsion.
- (b) Provide a minimum of two (2) referrals per month to any Chapter; and,
- (c) Conform to PRE Organization By-Laws and any subsequent modifications to PRE Organization By-Laws, including all updates to the Membership Application.

Violation of the above may result in membership termination, expulsion or forfeiture by direction of the PRE Representative/Board of Directors.

## **ARTICLE 7. TERMINATION OF MEMBERSHIP**

### **Section 1:**

The PRE Representative/Board of Directors is authorized to suspend membership for up to one (1) year, or terminate any member from the Chapter for good cause. "good cause" is defined as:

- (1) any conduct that brings the Chapter into public disrepute or violates the purpose for which the Chapter is formed;
- (2) any failure or refusal to abide by PRE's Organization By-Laws;
- (3) any failure or refusal to pay any assessments levied pursuant to the provisions of these Organization By-Laws;
- (4) conviction of any felony or crime involving moral turpitude;
- (5) any conduct that causes severe embarrassment, personally or in the business community, to any member, or causes a member any public disrepute; including character assignation and spreading untruths; and
- (6) misconduct or breach of PRE's or the Chapter's ethics of such a nature as to render a member's continued presence in the Chapter either personally or professionally obnoxious or detrimental to other members of the Chapter.

### **Section 2:**

"Suspension" is defined as: termination of voting and other rights of the member. However, such member shall not be relieved from liability for payment of dues and assessments, which fall due during the period of the suspension. "Termination" is defined as: immediate and conclusive termination of membership.

### **Section 3:**

Any member in arrears in payment of dues and/or other financial obligations shall be suspended and shall be notified in writing by the PRE Representative/Board of Directors. Such member, upon payment of dues or obligations, and upon making application for reinstatement to the PRE Representative/Board of Directors, may be reinstated by the PRE Representative/Chapter's Board of Directors. In case a member is not reinstated, the membership shall be terminated and such individual or company shall be notified in writing by the PRE Representative/Secretary of the Chapter.

### **Section 4:**

On a routine basis, in determining if any action should be taken to terminate any Membership, the PRE Representative/Board of Directors shall review the individual active membership of the Chapter based on the following criteria:

- (a) Regular attendance at Chapter meetings, individual participation in PRE and Chapter activities; and
- (b) Adherence to PRE Organization By-Laws and any subsequent modifications to PRE Organization By-Laws; and
- (c) Payment of dues and/or other financial obligations.
- (d) Violation of any Good Cause matter as defined in Section 1 of this Article 7.

### **Section 5:**

A terminated member shall not be eligible for re-admission to any Chapter of PRE. All rights of the expelled member in the Chapter or in its property shall cease upon their expulsion.

## **ARTICLE 8. MEETINGS**

### **Section 1:**

Meetings are to be conducted in accordance with the model provided by PRE and contained within the flip chart supplied by PRE.

### **Section 2:**

The Chapter shall hold regular weekly meetings starting at consistent times for breakfast or lunch and lasting for 1 hour and 15 minutes each week. The PRE Representative/Board of Directors will determine the date and place of such meetings. The meetings shall feature Chapter members as speakers. Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors. All Chapter meetings, except for special events, shall be held within the territorial limits of the Chapter. The PRE Representative/Board of Directors may approve lengthier or additional meetings as required. PRE name badges are to be worn at all weekly meetings.

### **Section 3: Inclement Weather Policy**

It is the policy of Professional Referral Exchange chapters to use the local school district decisions regarding inclement weather as a guide when it is necessary to consider cancellation of weekly meetings. In breakfast meeting chapters, if the local district is on a two hour delay or more, the meeting is canceled for the week. In lunch meeting chapters, if the local district is on early dismissal or school is closed for the day, the PRE weekly meeting is canceled.

These guidelines generally are satisfactory for most situations. If chapter leadership has a different interpretation of the weather conditions and degree of danger for local travel conditions, approval from the PRE Representative is needed to make a decision that differs from this policy.

## **ARTICLE 9. MATERIALS AND SUPPLIES**

### **Section 1:**

PRE shall provide literature, brochures, and badges to each of the Chapters.

### **Section 2:**

Any printed material, advertising, chapter web site, social media presence and content, or any other information for the public must be submitted to PRE for approval.

## **ARTICLE 10. REVENUE**

### **Section 1:**

Each new member of the Chapter shall pay a membership fee to PRE Corporate office. The payment of this fee shall be a prerequisite for admission to PRE. It must be paid prior to becoming a member. The membership fee is non-refundable unless the applicant is refused membership. Membership fees (dues) of existing members who are no longer in PRE are also 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 indebtedness to PRE or the local chapter. If a member is more than ninety (90) days in arrears on payment of said indebtedness, that member will be subject to termination or suspension at the discretion of the PRE Representative/Board of Directors.

**Section 3:**

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

**Section 4:**

Quarterly chapter dues to pay for weekly meetings shall be set by the Board of Directors, collected in advance of each calendar quarter and paid by all the members regardless of whether they eat or attend meetings unless otherwise stated by the Chapter.

**Section 5:**

At the end of each fiscal quarter, checking account balances should not exceed five hundred (\$500.00) dollars. When excesses occur, funds should be disposed of for the benefit of the Chapter members as determined by the Board of Directors.

## **ARTICLE 11. COMMITTEES AND CHAIRPERSONS**

**Section 1:**

PRE 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 Chairpersons and members of all committees, and shall announce such appointments not later than February 1st following the election.

**Section 3:**

The **Social Chairperson** shall be responsible for organizing Chapter socials/mini-socials as determined by the Chapter. Such socials may be held on a monthly, bi-monthly, or quarterly basis. The Social Chairperson shall coordinate with other Chapters' social Chairpersons and Executive/Regional/Area Directors in planning combined Chapter socials and area-wide events. The socials may replace the weekly meeting of the Chapter for that week. **PRE/the Chapter shall not sell, serve liquor or supply tokens/tickets for alcoholic beverages to members or to guests at any social event.**

The **Program Chairperson** shall assign and maintain a list of speakers for two (2) to three (3) meetings in advance. In the event a speaker is unable to fulfill his/her scheduled speaking engagement, the Program Chairperson is responsible for filling such time with various activities as approved by PRE.

The **Hospitality Chairperson** shall arrive at meetings fifteen (15) minutes before the published meeting time. He/She shall set up the meeting area, hospitality table for business card holders, brochures, nametags, and guest lists for the Chapter. The Hospitality Chairperson shall also set up a display table for the members' brochures and materials.

The **Publicity Chairperson** shall oversee the Chapter internet presence, including social media, submit appropriate press releases to local newspapers regarding Chapter events, and coordinate purchase of advertising upon PRE/Chapter Board approval.

## **ARTICLE 12. PROFESSIONAL FEES**

Fees are assessed at the weekly meetings. Non-payment of the fees may result in immediate loss of membership. IOU's are not acceptable. Unless specifically set forth by the PRE Representative/Board of Directors of the Chapter, the fees are as follows:

.25 No Guest	.25 Missed "Glad Hander"	.50 No Name Badge
.50 No Business Card Holder	1.00 Arriving Late to Meeting	1.00 Leaving Meeting Early
1.00 Per Minute for President Running Over Time Limit		1.00 Cell Phone Ringing
5.00 Per Week for Late Chapter dues		
5.00 No Show Speaker Without 72 Hours Notice to Program Chair		

Fees will not be eliminated or reduced without approval of PRE Representative. Fees are to be used for Chapter activities, publicity and to finance guest complimentary meals as determined by the Chapter.

## **ARTICLE 13. FIRST YEAR CHAPTERS**

### **Section 1:**

A Representative of PRE shall be the acting President and appoint all officers and committee people.

### **Section 2:**

The PRE Representative shall settle all conflicts among potential members, determine membership categories, and give final membership approval.

### **Section 3:**

The PRE Representative may replace any board member or committee person and shall appoint the replacement.

### **Section 4:**

The PRE Representative will no longer act as President of the Chapter once the Representative has appointed all officers and committee members necessary to conduct business of the newly formed Chapter. However, he/she may replace appointees when necessary.

ANY PERSON WHO IS PROPOSED AND ACCEPTED INTO MEMBERSHIP IN ANY PRE CHAPTER SHALL BE DEEMED TO HAVE ACCEPTED THESE ORGANIZATION BY-LAWS AND ANY SUBSEQUENT CHANGES PREPARED BY PRE AND SHALL BE BOUND BY THEM IN ALL RESPECTS.

## **ARTICLE 14. NOT FOR PROFIT ORGANIZATION**

### **Section 1:**

Chapters of PRE are organized and shall operate as not for profit organizations for personal improvement and other similar non-profit purposes. Any income received shall be applied to Chapter or member development and no part shall be used for any individual officer or member except in the ordinary course of Chapter activities.

## **ARTICLE 15. APPENDICES**

### **Section 1:**

From time to time, various policies, procedures and other amendments to the By-Laws occur. As a copy of these By-Laws are always available to all members via the Company website, all members agree as per their signed initial application to abide by all Articles of the By-Laws, including appendices.

# Specific PRE Policies

PRE policies herein are taken from PRE By-laws and addendums as modified from time to time.

## 1. Attendance

PRE places high value on regular attendance. All members are expected to be committed to the weekly meeting. If a member is not able to attend, prior notification is expected to be given to the Vice President who is in charge of attendance. PRE by-laws stipulate that any member that misses two meetings in a row or three meetings in any calendar quarter has his/her membership status reviewed by the board of directors. Expulsion is possible.

## 2. Dress Code

PRE, being a professional organization by its very name, expects all members to present themselves in a groomed, professional manner. Generally speaking, shorts or tee shirts are not allowed at weekly meetings. The rule of thumb is that all members would dress in “business casual” or above.

## 3. Criteria for Meeting Location

PRE weekly meetings, because of the very nature of our activities, require a private room. In every possible situation, PRE weekly meetings are to be held in high quality, clean and bright facilities. The PRE policy of prepayment of chapter dues for weekly meetings is to be upheld in every chapter. Any exceptions to chapter location and dues payment policies require approval by Area Director or above.

## 4. Name Badge Usage

One practice in PRE is the expectation of every member to be properly identified by the consistent wearing of the engraved name badge. This is part of professional conduct. It enhances the assimilation of new members. It also creates a guest-friendly atmosphere for non-members who are in attendance. Any member with out his/her official name badge is expected to obtain and wear a hand written sticky badge which is always available at the guest sign in station.

## 5. Competing Applications

Should it arise that multiple applications are being considered for a single category in a PRE chapter, the membership chair, in concert with the Board of Directors, will review each application to determine which applicant is best suited to be allowed to join. From time to time there may be granted to each competing applicant a short (maximum 5 minutes) presentation to the board that would help determine the outcome.

## 6. Meeting Cancellation Policy

In the event of inclement weather, weekly meetings are subject to cancellation. For chapters holding breakfast meetings, if the school district in which the meeting is held is on a two hour delay or more, the meeting is canceled. If the weekly meeting is at midday, the meeting is subject to cancellation if the local school district is on early dismissal. But the lunch meeting chapters do not cancel automatically. The decision should be by agreement of the majority of the elected Board members.

## 7. Cross Chapter Monthly Visits

The following protocols are to be observed for PRE members wishing to do cross chapter visits. First of all, visit the chapter page at [prenetworking.net](http://prenetworking.net) of the chapter you want to visit. Note the meeting information there. 2nd of all, contact the President or Membership Chair of the chapter. Introduce yourself and confirm your category is open, or the visit mustn't happen. Also find out during that contact how much you should pay as the meeting cost for your visit. Have the money ready in cash to put in the basket when it comes around. Be sure to take along adequate business cards to distribute to everyone during the infomercial round.

## **8. Member Transfers**

Should a PRE member wish to transfer to a different chapter, the request for transfer must be approved by both chapters. Departing chapter must confirm the transferee is in good standing regarding local dues and has healthy relationships in that chapter. The incoming chapter must receive a new membership application, after which the approval procedure is the same as approval for any other applicant. Note, chapter dues should be refunded and charged appropriately on a pro-rata basis.

The Area Director(s) must be consulted for approval as well. The incoming chapter is then responsible for advising Corp. of the change for record keeping. The transferee must pay the transfer fee of \$50. which is payable upon approval. This fee covers new name badge, change of chapter affiliation and update of member business information.

## **9. Complaint Resolution Process**

If a PRE member has a complaint about another member as it relates to the handling of a referral or the business practices of another member, the following steps are PRE policy in such matters.

1. The dissatisfied member (now referred to as member 1) should go directly to the member (now referred to as member 2) with whom the issue exists. Direct communication is always the best first step. Member 2 needs to know about the dissatisfaction. Sometimes this is enough to bring a resolution which satisfies both parties.
2. Should member 1 not find resolution after step 1, the next step is to present the complaint in writing to the Board of Directors of the chapter to which member 2 belongs. The complaint must be in writing to receive attention from the Board.
3. The Board of the chapter then reviews the complaint, after which. member 2 should be called before a Complaint Review Committee consisting of the President, the Membership Chair and one other member of the Board. Member 2 now has opportunity to tell their side of the story. The Committee then reports their findings to the whole Board where a decision is made about Member 2's status as a member.
4. The Board of member 2's chapter should inform member 1 of the outcome of the complaint review.

\*\* Note: The Area Director overseeing the chapter must be informed and kept up to date on all proceedings as well.

Professional Referral Exchange  
of Southeast PA and MD, LLC  
20 Hardy Court  
Lancaster, PA 17602

By-Laws Appendix  
August 15<sup>th</sup>, 2018

Based on document review by attorneys of Welch, Gold, Seigel and Fiffick, Pittsburgh, PA, the following information is now added to the appendix the By-Laws of Professional Referral Exchange of SE PA and MD LLC.

Ms Diller,

In answer to your inquiry “Can board members or directors of an organization such as yours (PRE) be held liable for following and enforcing the duly recognized by-laws of the organization?”

The answer is no. The purpose of the by-laws is to establish how the organization is to be run. Not following or enforcing the by-laws would expose those individuals to liability. Enforcing of by-laws is the way to avoid such liability, not the other way round.

Vera McAnulty, Attorney  
Welch, Gold, Seigel and Fiffick