

January 26, 2007



By-Law

**Operating
Guidelines**

Code of Ethics

January 26, 2007

PEEL REFERRAL ASSOCIATION
INC. - #1715239

By Law No. 1

A By-Law relating generally to the transaction of the affairs of the PEEL REFERRAL ASSOCIATION INC., hereinafter known as the Corporation

BE IT ENACTED as a By-Law of the PEEL REFERRAL ASSOCIATION INC as follows:

REGISTERED OFFICE

1. The Registered Office of the Corporation shall be in the City of Brampton, in the Regional Municipality of Peel, in the Province of Ontario and at such place therein as the Directors may from time to time determine.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MISSION STATEMENT

3. The Peel Referral Association Inc. is a networking organization helping businesses grow through development of relations specifically for the object of:
 - ❖ Providing a referral network to assist businesses in growth and development
 - ❖ Sharing information for the mutual benefit of the members

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MEMBERSHIP

4. Membership in the Peel Referral Association Inc. is open to any individual engaged in business as an entrepreneur or in a commissioned representative role who supports the goals and objectives of the Association. Membership in each Chapter is restricted to one person per membership/industry category.
 - a. Members of the Peel Referral Association Inc. meet weekly to share ideas, philosophies and business leads. Guests are always welcome.
 - b. Members of the Peel Referral Association Inc. maintain Associate Member status in the Mississauga Board of Trade, the Brampton Board of Trade, and the Caledon Chamber of Commerce. Associated membership is only in effect while the member is in good standing with the Peel Referral Association Inc.

MEMBERSHIP GUIDELINES

5. Peel Referral Association Inc. is a non-profit organization with the purpose of sharing business opportunities with others in the group by way of referrals.
 - a. In keeping with our non-profit philosophy, each chapter will select a charity of choice through discussion and vote by the membership of that Chapter.
 - b. Membership is limited to a single representative of any occupation, trade or profession per Chapter.
 - c. There will be an annual election at the Chapter level, by the membership for the positions of Chairperson, Vice-chairperson, Secretary, Treasurer, Membership, Social Director, in the first meeting of February.
 - d. Weekly attendance is expected and if unable to attend, prior notification to the Membership Chair is required. Non-attendance for three (3) consecutive weeks (not excused) will be grounds for membership review by the Corporation.
 - e. At all times members of PRA Inc. will demonstrate ethical behaviour towards PRA Inc. and their fellow members. Failure to comply with the ethics guidelines of PRA Inc. may be subject to membership review by the association.
 - f. Individual chapters must have the approval of Council before committing to represent the Peel Referral Association Inc. (PRA)

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at any outside function. However, any individual member is free to attend such events in the course of promoting their own business and under their own business name.

FEES

6. Membership fees consist of an application fee of \$75.00, which will include the purchase of one lapel nametag as per the standard nametag, plus a monthly fee to be determined by each Chapter.
 - a. Members who wish to transfer to another Chapter or to join a second Chapter will pay a one time application fee of \$50.00 for such transfer / joint membership privilege, such payment shall not cover the cost of an additional name badge for the member.
 - b. Additional fees will only be charged on an agreed levy approved by a 2/3 vote of the membership of the association.
 - c. Membership fees (which include the cost of breakfast) will be paid in advance by post-dated cheques for the calendar year. If a member resigns, he/she will get the remaining cheques back. This amount is due with or without attendance. Non-payment of membership dues in a timely manner may be grounds for membership review by the Chapter.
 - d. Special events and social gatherings will be in addition to any membership fees
 - e. From time to time the membership may elect to group advertise or group promote, such fees will be in addition to membership fees.
 - f. Individuals representing Council work at the Chapter level have their breakfast fee waived.

MEETINGS

7. Meetings are held on specified days, depending on the Chapter, for one and one half hours, these meetings typically commence at 7:30 am sharp and will be end by 9:00 am. , however a Chapter is free to establish a time frame that is most convenient for its membership.
 - a. There will be no meetings on weeks where a statutory holiday falls on any weekday within that week.
 - b. Meetings will consist of an introductory infomercial for one's business, and at this time the sponsor will introduce their guest and the guest will give their infomercial at the end of the round table introductions.

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- c. In general, one member of the group will be given an opportunity, on a rotation basis, to present their business in a 10-15 minute presentation.
- d. Each week there will be a quick review of any business, which may not be able to wait for a business meeting. A business meeting should be held every 6 weeks to update the direction of the Association and its members. On this week there will be no speaker.
- e. Generally referral and testimonials will be given at the end of the meeting and the membership chairperson will track them. (These referrals are specific and the party is expecting to be contacted by the referral party) Referrals can be direct or third party.

Note: Direct referrals relate to those for use of the product/service of another member. Third party referrals relate to those where the referrer is providing contact information to the referee for a business or individual not a member of the Chapter

- f. The membership officer, separate from normal business referrals, will track referrals for members bringing guests to PRA Inc. meetings.

GUESTS AND VISITORS

- 8. Members are encouraged to bring guests and potential members to breakfast meetings. Monthly membership fees may cover the cost of guests on a normal basis.
 - a. Guests are welcome to attend on 2 occasions prior to joining our association and at that time they would be expected to join with the appropriate fees.

Note: Members of one Chapter wishing to consider membership in a second Chapter will not be considered as guests when visiting the second Chapter

PRA INC COUNCIL

- 9. The PRA Inc. Council consists of the Chapter Chairs or Vice-Chairs, Council Chair, Council Past-Chair, Secretary/Communications Director each who will be entitled to one vote. The Council Chair will only cast a vote in the event of a tie vote being received on any issue before the Council. The Council meets on a regular basis to ensure a consistency of vision and philosophy of PRA Inc. are being upheld by members and

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Chapters. At these meetings cost sharing programs, associations and events are discussed, developed, decided and promoted along with inter- Chapter social events. Annually a financial planning meeting takes place in January, where the upcoming years shared expenses are put forward and decided.

- a. Any group seeking recognition and or membership in PRA Inc. must make their presentation to Council where there application will be considered. Any Chapter or member not conducting their business in accordance with PRA Inc. guidelines and or acting in a manner detrimental to PRA Inc., will have their membership reviewed by Council and could result in expulsion from PRA Inc. or other sanction.
- b. Evolution of PRA Inc. as an association is the responsibility of Council and Council is required to provide a written history of events available to all members.
- c. A central source for all Chapters for written material, badges and information for the website will be role of the Communication Director.

ANNUAL OFFICER ELECTIONS - CHAPTER

10. The term of office for Chapter Executive starts the first meeting in February. Nominations for each Chapters Executive are submitted the first meeting in January by the nominating committee (usually Chairman and Vice-Chairman) with the Election occurring the final meeting in January. The nominating committee may choose not to approve selection of all candidates running for specific positions. Each Chapter must elect a Chairman, Vice-Chairman, Secretary, Treasurer and Social Director (see job descriptions below) and can also have additional positions as required or desired at each chapter, for example, Speakers Rotation, Referral Count, Education Coordinator and or any position deemed necessary at each Chapter.

ANNUAL OFFICER ELECTIONS - COUNCIL

11. The Council annual term starts the first meeting after election of Officers at the February Council meeting. The slate of candidates for each position on Executive will be posted on the website by the nominating committee by the end of January and will be voted on at each Chapter the first meeting in February. The slate of officers from each Chapter will then counted and the results tabulated and published at a February Council Meeting

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DUTIES AND RESPONSIBILITIES OF OFFICERS

12. The duties and responsibilities of officers of the Corporation at the Chapter and Council level shall be governed by the Job Descriptions included in the Operating Guidelines as an Appendix to this By-law. Such duties and responsibilities may be modified to accommodate the requirements of the Corporation subject to a 2/3 vote of approval by the Directors of the Corporation.

MEMBERSHIP VOTING

13. Voting Generally: Members in good standing shall be entitled to one vote per Chapter.

At all meetings of the members, every question shall be decided by a majority of votes by the members present in person or represented by proxy unless otherwise required by the by-law of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote per chapter membership, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence of the prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed a decision of the Corporation in general meeting upon the matter in question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

REMUNERATION OF DIRECTORS

14. The Directors shall receive no remuneration for acting as such

ANNUAL AND OTHER MEETINGS OF MEMBERS

15. The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors appoint.

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At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and the Board of Directors elected and auditors appointed for the ensuring year and the remuneration of the auditors shall be fixed.

ERROR OR OMISSION IN NOTICE

16. No error omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member at any time may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any member, Director or Officer, for any meeting or otherwise the address of any member, Director or Officer, shall be his/her last address recorded on the books of the Corporation

QUORUM OF MEMBERS

17. A quorum for Annual and special general meetings of members shall consist of 50% of the members in good standing at the time of said meeting.

FISCAL YEAR

18. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st. day of December, in each year.

BY-LAW AMENDMENTS

19. Amendments to the By-Law may only be made as a direct result of a motion passed by 2/3 of members in attendance at a duly constituted annual meeting.

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PEEL REFERRAL ASSOCIATION INC
OPERATING GUIDELINES

Job Descriptions May 06

CHAIRPERSON – Chapter

Responsibilities:

- Maintain order during the meeting, keeping the flow moving throughout the meeting ensuring the other executive members are performing their responsibilities working behind the scenes to ensure chapter is growing. Assist in the setting of goals for the Chapter as agreed by the Executive
- Work with the other Chapter Executives.
- To attend all of the PRA Inc. Council meetings. If unable to attend, ensure the Vice-Chair or other Chapter Executive attend.
- All **NEW** Business brought forward in each meeting is to be dealt with **AFTER OLD** business. Ensure **OLD** Business is dealt with in a timely manner. Set Action Plan deadlines.
- Delegate Committees to deal with issues important to the Chapter.
- Delegate to the Vice-Chair, the responsibility to deal with the Committees, therefore allowing you to focus on the overall direction of the Chapter.
- Acknowledge all guests as part of the introduction/preamble to each meeting.
- Request feedback from all guests before ending the meeting.
- Report back to Chapter Membership regarding important issues dealt with at the PRA Inc. Council meetings.
- Hold Chapter Executive meetings as necessary.

Term: 1 Year

Qualifications: Member in good standing

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VICE-CHAIRPERSON – Chapter

Responsibilities:

- Responsible as the Vice-Chair, to assist the Chapter Chair person.
- If Chair unable to attend meeting, you as the Acting Chair and are responsible to fulfill the responsibilities of the Chair. Support the Chair as he/she leads the Chapter.
- Review the Chairperson Job Description to ensure the duties are fulfilled when you are Acting Chair.
- Work closely with the various committees to ensure the Committees are meeting their deadlines/goals, therefore allowing the Chapter Chair to focus on the overall direction of the Chapter.

Term: 1 yr. – maximum 2

Qualifications: Member in good standing

SECRETARY - Chapter

Responsibilities:

- Take minutes at every meeting.
- Read the report from the previous meeting.
- Announce the number of Referrals each meeting (except where a specific position has been created to fulfill this role).
- Record number of individuals – Guests/Members – at each meeting.
- Perform any other secretarial duties as deemed appropriate by the Chairperson.
(i.e.: Sending Get Well cards, flowers, etc.)
- Responsible for finding a substitute Secretary to cover for you when absent.
- Regular weekly attendance

Term: 1 yr. – maximum 2

Qualifications: Member in good standing

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MEMBERSHIP – Chapter

Responsibilities:

- Welcome visitors/guests. Ensure they are signed-in and are introduced to other members of the group before the meeting, and inform them of their breakfast options.
- Ensure that you and/or the Chair have a business card to introduce the individual to the chapter.
- Ensure that business card box is always up-to-date with current member business cards.
- Place referral slips on the table at the beginning of the meeting.
- Chapter liaison for membership badges
- Follow up with breakfast visitors and/or guests for membership enrolment
- Keep Membership Kits updated and available as a hand-out to guests.
- Chapter Membership Chair to inform the Communications Coordinator regarding the status of members.
- Responsible for reciting benefits/guidelines of membership when guests attend a meeting.
- Responsible for sending a substitute when absent.

Term: 1 Year – 2 maximum

Qualifications: Member in good standing

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TREASURER – Chapter

Responsibilities:

- Collect monthly Membership Dues.
- Keep an accurate record of all monies received.
- Collect Guest payments when Members from other PRA Inc. Chapters attend.
- Deposit all cheques and cash received into the PRA Inc. Chapter account, at a recognized Financial Institution, in a timely manner.
- Issue cheques for Chapter debts; i.e., restaurant, charities, flowers, social activities, etc.
- Keep an accurate record of cheques issued and proper documentation to substantiate the expense.
- Reconcile the monthly Bank Statement.
- Issue a Statement of Account to each Chapter member quarterly
- Advise the Chairperson prior to the first meeting of the month of any Member that is past due with their Membership, and the amount outstanding.
- Keep the Members aware of our account balance on a weekly basis and all cheques written and/or money received during the report.
- All PRA Inc. files and account information maintained by the Treasurer should be made available to the Chapter executive on request and reported to the membership at large.
- Ensure that the Chairperson, or designate, has signing authority and has been recognized by the Financial Institution.
- Account Statements are to be mailed to the Chapter Chair Person.

Term: 1 yr. – maximum 2

Qualifications: Member in good standing

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SOCIAL DIRECTOR – Chapter

Responsibilities:

- Responsible for planning get-togethers of the chapter.
- Report to the Chair of the Chapter, status, suggestions, and problems related to events planned.
- Delegate to committees to deal with activities that require timelines/costs above normal single events – those events that will involve all PRA Inc. chapters.
- Co-ordinate and communicate to the PRA Inc. Council Social Director, event participation.
- Report to the Chapter, not necessarily every week, but as the situation requires.
- Based on Chapter feedback, organize functions either during business hours, or after.
- Responsibility to inform the Council Social Director of inter-chapter events.

Terms: 1 yr. – maximum 2

Qualifications: Member in good standing

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CHAIRPERSON - Council

Responsibilities:

- Maintain order during the meeting, keeping the flow moving throughout the meeting ensuring the other members are performing their responsibilities and working with the other PRA Inc. Executives, and the various Chapters.
- To attend all of the PRA Inc. Council meetings. If unable to attend PRA Council, ensure Vice-Chair or other Chapter Executive chair the meeting.
- Set the Agenda before the meeting and make it available to members 1 week prior to the meeting.
- All **NEW** Business brought forward in each meeting is to be dealt with **AFTER OLD** business. Ensure **OLD** Business is dealt with in a timely manner. Set Action Plan deadlines.
- Delegate Committees to deal with issues important to the PRA Inc..
- Know who has voting rights before the meetings begin – who is representing which Chapter if Chapter Chair not present.
- Work with the all Chapter Chairs, supporting them with the vision they each have for their Chapter. Have the PRA Inc. Executive available to assist on the Chapter level.
- Visit the Chapters throughout the year, minimum of once.
- Make sure that there is a quorum at each meeting. (Quorum = 50% + 1).
- Represent “PRA Inc.” to the public, conduct interviews, etc. and be the visible face of the PRA Inc.

Term:

1 Year – 2 year maximum.

Qualifications:

Must have been Chair or Vice-Chair at Chapter level.

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PAST-CHAIRPERSON – Council

Responsibilities:

- Responsible for: As the Past-Chair, you assist the leader of the Council.
- If Chair unable to attend meeting, you as the Acting Chair and are responsible to fulfill the responsibilities of the Chair. Support the Chair as he/she leads the Council.
- See the Chairperson Job Description to ensure your duties are fulfilled when you are Acting Chair.
- Work closely with the various committees to ensure the Committees are meeting their deadlines/goals, therefore allowing the Council Chair to focus on the overall direction of the Council/Association.
- Attend PRA Inc. Council meetings, when Chair unable to.
- Update the Chair either verbally, or in writing before the minutes are provided by the Council Secretary, or before the next Council meeting.
- Work closely with the PRA Inc. Council, and other Chapter executives as needed to meet the goals of the PRA Inc. and your Council.

Term:

1 yr. – maximum 2

Qualifications:

Must be on executive at Chapter level.

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SECRETARY - Council

Responsibilities:

- Take minutes at every meeting.
- Record start and completion times.
- List number of individuals – Guests/Members – at each meeting.
- Distribute Minutes to all members within 1 week.
- Record action/responsibility and appropriate timelines.
- Record errors/omissions of each Secretary Report.
- Perform any other Secretarial duties as deemed appropriate by the Chairperson.
(i.e.: Sending Get Well cards, flowers, etc.)
- Responsible for finding a substitute Secretary to cover for you when absent.
- Regular attendance.

Terms:

1 yr. – maximum 2.

Qualifications:

Member in good standing

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COMMUNICATION CO-ORDINATOR – Council

Responsibilities:

- Reports to the PRA Inc. Council.
- Coordinates the production and distribution of flyers, brochures, folders, business cards, badges and referral slips for all PRA Inc. chapters.
- Attends each Council meeting. If unable, sends a representative that is able to inform the Council of any/all issues presently in Old Business or introduces new Business in the coordinator area.
- Responsible for providing the webmaster with the information that goes on the PRA Inc. website – maintaining and updating.

Term: 1 yr – maximum 2

Qualifications: Member in good standing

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Peel Referral Association Inc. Ethics Guidelines

1. Members will always treat other members in a professional manner during meetings
2. Members will adhere to their category listing during infomercials and not promote for themselves or other entities into the category of another member of that Chapter
3. Guests will be treated in a professional manner at all times, regardless of whether or not the decision of the Chapter is to deny membership because of category conflicts
4. Members shall at all times refrain from defaming the PRA to individuals outside the organization
5. Members will provide advice to the appropriate Chapter individual when unable to attend meetings, in a timely manner
6. Members are expected to keep their dues current.