

REFERRALS CLUB BYLAWS

Approved Oct 31, 1989 and amended September 25, 2008

Article I – Name

This club shall be known as Referrals Club.

Articles II – Purpose

Section 1: Referrals is a professional organization of men and women dedicated to the highest standard of competence and service. Members will at all times maintain the highest professional integrity. Each business category is represented by one member and conflicts of interest are not allowed.

Section 2: Referrals is an organization of business professionals dedicated to the ideas of bettering their respective careers and business through the interchange of social and professional contacts.

Section 3: A “Referral is defined as a contact between two members or when one member generates a contact between another member and a non-member which could potentially lead to a business transaction.

Article III- Membership & Classification

Section 1: Membership in this club shall be of the active class only.

Section 2: (a) prospective members must attend two consecutive meetings and make a formal application for membership. Members shall be elected by written ballot and prospective member will not be present when vote is taken. If there are six or more negative votes, the application will be reviewed by the Board of Directors for proper course of action.

(b) An alternate may represent a member if the same company employs that person.

(c) The voting privilege is authorized as long as the member is not more than 30 days in arrears on dues.

(d) Occasionally, a slight overlap of occupations will occur and conflicts of interest may become apparent. In case of conflict, the proposed member must write a letter outlining how their business will represent to the club. The Board of Directors and the present member with whom the conflict concerns must then approve the letter. If after the above review a conflict remains, the application, letter and member concerns will be reviewed by the Board of Directors for proper course of action.

(f) If the individual member changes the company that he/she represents and he/she owns the membership, the Board of Directors shall have the authority to approve the membership of the new company into the club.

(g) If the company owns the membership and changes owners, the Board of Directors shall have the right to approve the new member and shall advise the company in writing.

(h) Original classification of business after acceptance by club membership cannot be changed or expanded without prior board approval and general membership voting under same qualification as a new member. Member must submit written application and appropriate fee to the Board for approval.

(i) No member shall be in another club who’s primary purpose is the exchange of referrals.

Section 3: Any member may resign from this club. The resignation shall be submitted in writing to the Board of Directors and shall become effective when accepted by the Board. Membership fee is non-refundable.

Section 4: Prospective members applying for membership, or expanding into a new classification, must have one year of verifiable experience in the category that they are applying for. The one-year experience may be counted on the first anniversary of their business license renewal.

Article IV – Termination of Membership

Section 1: Members are required to sign and abide by the following “Commitment”:

(a) Always have a fellow member satisfy my business personal needs whenever possible.

(b) Report any breach of ethics to the Ethics Committee.

(c) Provide a minimum of four Referrals per month to any club member.

(d) Display club brochures at my place of business.

(e) Membership Fee is non- refundable, unless not voted into referrals club.

(f) If a member misses more than 12 weekly meetings or 6 consecutive meetings during the calendar year, their membership may be subject to forfeiture pending review by the Board.

(g) A member can make up missed meetings for attendance purposes by attending a board meeting.

Section 2: Any member being in arrears in the payment of dues shall be suspended and will be notified in writing. Payment is due not later than the first day of the new quarter. Invoices will be provided to all businesses 30 days before the end of the quarter. Upon payment of dues within 10 days may be reinstated by the Board of Directors.

Section 3: Continued membership in the club will be based on the following criteria: regular attendance at club meetings, participation in club activities to include mixers and businesses of the month. The board of directors will review each member’s participation in club activities at the time of application renewal in the club.

- (a) The Board of Directors will then measure the personal involvement and attendance at regular meetings of each active member.

At the discretion of the Board of Directors, any active member who without excuse, fails to regularly attend club meetings or actively participate in club activities, shall at the direction of a majority vote of the Board of Directors, not be approved for renewal and shall be so notified in writing by the club Secretary.

Section 4: Suspension or Expulsion. The board is authorized as herein provided to suspend from membership for a period of not more than one year or expel from membership any member of this club for good cause.

Section 5: "Good Cause", as used in this section, means:

- (a) Any conduct that brings the club into public disrepute or violates the purpose for which this club is formed.
- (b) Any willful failure or refusal to abide by the Articles, Bylaws, or Rules of this club.
- (c) Any willful failure or refusal to pay any assessments levied pursuant to the provisions of these Bylaws.
- (d) Any willful failure or refusal to abide by the Code of Ethics and the Commitment of Article IV Section 1.
- (e) Conviction of any felony or any crime involving moral turpitude.
- (f) The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit or creditors or the doing or performing any act constituting bankruptcy or insolvency, if such act or petition or thing is not cleared up and released within thirty days.
- (g) Any conduct that causes any member to come into public disrepute.
- (h) Any conduct unbecoming of a professional person or which causes severe embarrassment either personally or in the business community to any other member.
- (i) Engaged in personal or professional misconduct or a breach of the Code of Ethics of this club of such a serious nature as to render his continued presence as a member of the club personally or professionally obnoxious or detrimental to the other member of the club.
- (j) Any breach of trust that causes the Board of Directors, or club membership to take inappropriate action based upon false or misleading information.
- (k) When a conflict arises between members and has not been resolved thru the above method and at the discretion of the board an arbitrator can be assigned to bring the parties together for resolution. Arbitration recommendations shall be approved by the Board.

Section 6: Definitions:

- (a) For "suspension", all voting and other rights of the member during the term of his suspension are terminated, provided however that such member shall not be relieved of any liability for payment of dues levied during the period of the suspension.
- (b) On "expulsion", the membership of the member in this club is immediately and conclusively terminated, provided, however, that such member shall not be relieved of any liability for the payment of dues and assessments accruing prior to the hearing on the charge against him as herein provided.

Section 7: Procedure. A written complaint will be presented to the ethics committee and a copy given to the President. The committee will interview the parties involved, and inform the President of the result in writing.

- (a) Proceedings against a subject member may be initiated by resolution of the Board of Directors adopted at any meeting at which a quorum is present.
- (b) On adoption of the resolution, the President, or if unable or refuses to act, the Vice-President shall schedule the matter to be heard by the Board of Directors at a regular or special meeting held not more than forty days after the date the resolution is adopted. The Secretary, or other person appointed by the President for the purpose, shall deliver at least fifteen days prior to the date of the hearing a copy of the resolution, together with a notice of the time and place of the hearing, to the subject member either in person or by US Mail addressed to him at his address as it appears on the books of the club. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as herein provided by any board member and in such event the matter shall be heard at the next regular or special Board of Directors meeting at which a quorum is present held not less than fifteen (15) days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter against the subject member shall be dismissed. Such dismissal shall be automatic and final, except that the alleged conduct of the subject member giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct.
- (c) Notwithstanding any other provision in these bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled shall be given to the Board of Directors.
- (d) The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The hearing shall be presided over by the President of the club who shall (1) read the charges against the subject member; (2) require that the charges be verified by the testimony of the person or persons making them; (3) hear any other witnesses against the subject; (4) allow the subject member to call witness in his own behalf; (7) allow the Officers and Directors present, (when and as recognized to the chair, and subject to the control of the

chair) to question witnesses; and (8) rule on the admission and exclusion of evidence and on questions of hearing procedure.

- (e) After the hearing is closed the Board of Directors 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 thereof, the discipline will be a private reprove and no suspension or expulsion shall result. The vote imposing discipline or dismissing the matter shall in either event be final.

Section 8: An expelled member shall not be eligible for readmission to the club.

Section 9: All rights of the subject member in the club or in its property shall cease on his/her expulsion.

Section 10: No Member will be allowed a Leave of Absence.

Section 11: Under no circumstances will a member be relieved of financial obligations.

Article V – Officers

Section 1: The officers of this club shall be a President, Vice-President, Secretary, and Treasurer who shall be elected annually. Officers may hold an office for not more than two consecutive terms or until their successors are duly elected or appointed as provided by these bylaws. In the event that any office becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by the Board of Directors.

Section 2: The President shall preside at all meetings of the membership, be an ex-officio member of all committees, exercise general supervision over affairs of the club, perform such other duties as are ordinarily incumbent upon a President and report to the Board of Directors.

Section 3: The Vice-President shall perform such duties that are ordinarily incumbent upon the Vice-President and such other duties as may be assigned by the President. In the absence of the president, the Vice-President will assume the duties of President. The Vice-President shall attend all committee meetings and will act in the capacity of official representative of the Board of Directors in an advisory capacity only.

Section 4: The Secretary shall keep and maintain the minutes of all meetings of the Board of Directors and business meetings, and shall conduct all correspondence as may be required by the President or Board of Directors and shall 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 club, which shall include all records of membership initiation fees, dues, fines, and all monies collected and disbursed. The Treasurer shall prepare quarterly and annual statements for the club, insure that the Federal and State Income tax returns are completed and generally perform such duties that are ordinarily incumbent upon a Treasurer.

Article VI – Directors

Section 1: The Board of Directors shall govern the Referrals Club.

Section 2: There shall be a Board of Directors, which shall consist of the President, the past three Presidents, The Vice-President, the Secretary, and the Treasurer, each of whom shall have the right to vote. The President shall preside over the Board of Directors and be the Chairman of the Board. In the event of a directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the Board of Directors, and such appointee shall serve for the duration of the term of the individual being replaced. Each director shall be an active member in good standing and not an alternate, and attend regular weekly meetings.

Section 3: The Board of Directors shall have control and management of the club's activities, determine all policies, discipline members, and generally advise the affairs of the club.

Section 4: The Board of Directors shall meet at least once each month on a regular day to be fixed by it at the beginning of the administrative year. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of those present shall be necessary to give effect to any action of the Board.

Article VII – Election Procedure

Section 1: The election of officers and directors shall be held at a regular meeting at least two weeks before the annual meeting. The annual meeting will be in the month of December.

Section 2: Voting shall be by secret written ballot with only one vote per membership and shall not be cumulative. There shall be no voting by proxy.

Section 3: At a board meeting in the month of October, the President shall appoint a committee, to be known as the Nominating Committee. This committee will have a minimum of (3) members other than a person serving on the Board of Directors. The President shall designate the chairman of this committee. The duties of his committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of such officers and directors.

Section 4: In the month of November, the Nominating Committee shall submit a list of nominees to the Club. At least two (2) weeks before the annual meeting, nominations from the floor of a regular meeting of the club may be

made for any office. Those qualified will then be placed on the ballot. Nominations from the floor must be from members in good standing.

Section 5: In the case of a vacancy in the office of the President, the Vice-President shall succeed to the office. In the case of a vacancy in the office of the Vice President, Treasurer or Secretary, the Board of Directors shall fill the vacancy.

Section 7: Only members in good standing shall be eligible to hold office or vote and may not be in arrears on dues.

Section 8: Alternates may not hold office but may vote if regular member is absent.

Section 9: Only members that have served on a committee may be placed on the ballot for a board position.

Section 10: Only one person per membership business may serve on the board at a time.

Article VIII – Revenue

Section 1: Each new member of the club shall pay a membership fee of \$150. The payment of membership fees is a prerequisite to admission as a member that is payable prior to admission. Membership fee is non-refundable unless applicant is refused membership.

Section 2: Annual renewal fees of \$75 shall be due annually. Dues shall be pro-rated for new members so as to move anniversary date to January.

Section 3: A member shall be regarded as in good standing if he is not in arrears in payment of any indebtedness, dues, fines, or otherwise to the club.

Section 4: The Board of Directors shall set Quarterly dues, Membership fees and annual renewal fees

Section 5: Business expansion requests will be subject a membership fee of \$75.

Section 6: An Audit shall be conducted of the clubs finances on a three year basis. A special audit shall be conducted upon change of treasurer.

Article IX – Standard Operating Procedures

Section 1: The Referrals club shall establish a set of Standard Operating Procedures. These procedures are to cover the routine operation of the Referrals Club. The Standard Operating Procedures shall be approved by majority vote of the Board. Modifications to the procedures can be recommended to the Board in writing by any member in good standing. These recommendations shall be placed on the agenda of the next scheduled Board Meeting. The member making the written recommendations shall be present to answer questions or for clarification of the recommendations.

Article X - Miscellaneous

Section 1: Any person who is proposed and accepted for membership in this Referrals Club shall be deemed to have accepted these bylaws and subsequent changes as adopted by the Referrals Club and shall be bound by them in all respects.

Article XI – Not-for-Profit Organization

Section 1: This club is organized and shall operate as a not-for-profit organization for personal improvement and other similar non-profit purposes. Any income received shall be applied only to the non-profit purposes of the organization, and no part of the income shall incur to the benefit of any officer or member.

Article XII - Amendments

Section 1: Any amendment of these bylaws in conformity with the bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of this club, provided written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy.

REFERRALS CLUB
STANDARD OPERATING PROCEDURES

(Adopted July 13, 2004 and amended April 13, 2010)

- 1. Standard Operating Procedures.** The Referrals club shall establish a set of standard operating procedures. These procedures are to cover the routine operation of the Referral Club. The Standard Operating Procedures shall be approved by majority vote of the Board. Modifications to the procedures can be recommended to the Board in writing by any member in good standing. These recommendations shall be placed on the agenda of the next scheduled Board Meeting. The member making the written recommendations shall be present to answer questions or for clarification of the recommendations.
- 2. Club Meetings:** The Referrals Club shall hold a weekly meeting starting at 6:45 AM and ending promptly at 8:00 AM, at Shugrue's Restaurant. Changes in meeting time and location shall be determined by the Board of Directors. The meeting shall feature club members only as Greeter, Show-boater and Speaker. Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors if necessary. The Referrals Club may hold such other meetings as the Board of Directors may desire. Badges shall be worn at all weekly morning meetings. Any advertising program or publication for the public must be submitted to the Board of Directors for approval. These meetings will include a breakfast buffet followed by a general meeting. There shall be no general meeting during Thanksgiving and Christmas week. The meeting will be conducted by the President or in his absence, the Vice-President. The meeting shall follow an established agenda.
- 3. Board meetings:** The Board shall hold monthly meetings to review the operation of the Referrals Club. The meeting shall be held at a location set by the board and announced to club prior to scheduled Board meeting. The President shall preside over the meeting following an established agenda. Board members, Committee Members or Members at Large may request in writing that an item be placed on the agenda. Meetings shall start at 7:00 AM and end promptly at 8:00AM
- 4. Annual Meeting:** The Referrals Club shall have an Annual meeting on the first week of December.
- 5. Installation Banquet:** A special meeting/Banquet shall be held after the first Thursday in December to install the newly elected officers. Upon installation of the new Board the President shall introduce the new committee chairpersons.
- 6. Revenue:** Annual renewal fees of \$75 shall be due annually. Dues shall be prorated for new members so as to move their anniversary date to January. Members joining January 1st to June 30th will pay 100% renewal fee. Members joining July 1st to December 31st will pay 50% of membership renewal fee. Members may be fined for violating any of the club rules. The actual fine will be based upon the amount shown, when a member selected by the President rolls a die. Rolling fines may range from \$0.00 to \$4.00. The Referrals die is used will depend on the actual violation of rules. Rolling a second \$0.00 means no fines collected. The following are considered violations of club rules.

Referrals Die

Range from \$0.00 to \$4.00 rolling a 0 requires a re-roll and doubling the amount.

1. No membership badge
2. Late to meeting
3. Missing members cards or card caddy
4. Missing Secret Handshaker
5. Missing Meeting
6. Pictures in the paper – not paid advertisements
7. Cell phone ringing or phone calls during the meeting
8. The Sergeant at Arms has authority to impose one additional fine as deemed appropriate by President and Sergeant at Arms

Standing fines: Any Member leaving early or with no referral is a \$1.00 fine. Any member that is a no show for Greeter, Show-boater or Speaker, will pay a fine of \$10.00. The Board of Directors can only grant exceptions to this rule. Any member who misses a business of the month will have to pay a fine of \$5.00 for each business missed. If a member misses a monthly mixer, the fine is also \$10.00.

7. **Committees:** The Board of Directors shall determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of this club. Once established it is the responsibility of the Board of Directors to find qualified candidates to fill the position of chairperson of the established committees. General duties and responsibilities shall be outlined by the Board as to the expectations and objectives of said committees.

- A. **Nominating Committee:** See bylaws for individuals required as well as duties and responsibilities of this committee.
- B. **Ethics Committee:** The Ethics Committee will be composed of one or two active members. The Ethics Committee ensures compliance with the Referrals Club by-laws and mediates any grievances. Results of any hearing shall be forwarded to the Board of Directors. The Ethics Committee shall serve as an arbitrator. They are charged with the responsibility to bring the parties together for resolution.
- C. **Social Committee:** The Social Committee shall promote social activities for members and spouses at the direction of the Board of Directors.
- D. **Membership Committee:** The Membership committee shall be responsible for interpreting the classifications of potential members and to inform the Board of Directors of any conflict of interest. The Membership Committee shall further decide ways and means of increasing membership in the club. The Membership Committee will see that prospective members receive an application and information packet on being a member of the Referrals Club. The Membership Committee will see that new members receive their new badge, card caddy and brochure holder.
- E. **Attendance Committee:** The Attendance Committee shall promote full attendance at all club meetings and shall maintain a record of member's attendance at all regular club meetings. Unsatisfactory attendance will be brought to the attention of the Board of Directors at the monthly meeting.
- F. **Fundraising Committee:** The Fund Raising Committee is responsible for selling 50/50 tickets and raffle tickets.
- G. **Inspector Committee:** The Inspector Chairperson will personally inspect the physical location of each prospective member to insure that the business has all Federal, State and City license requirements. The Inspector will provide each prospective member a copy of the bylaws and listing of all members.
- H. **Sunshine Committee:** The Sunshine Committee is responsible for representing The Referrals Club by sending flowers or cards to members, i.e. get well, sympathy, encouragement and congratulatory.
- I. **Program Committee:** The Program person shall schedule businesses to act as greeter the first week, show-boater the second week, and speaker the third week a schedule will be prepared far enough in advance to allow ample time for membership preparation. The Program Committee will select a Secret Handshaker and a Lucky Devil.
- J. **Referral Master:** The Referral Master shall provide standard Referrals forms to be used by members at all meetings. Referral Master shall keep a record of all referrals and provide a report to the Board of Directors on a monthly basis.
- K. **Parliamentarian:** The Parliamentarian shall be responsible for maintaining the club bylaws and bring any recommended changes to the Board of Directors for consideration.
- L. **Sergeant at Arms:** The Sergeant at Arms is appointed to keep order in the club. They are also the official timekeeper for the meeting. The Sergeant at Arms is also responsible for overseeing the collection of fines during the weekly meetings.
- M. **Marketing of Referrals Club Committee:** Members of this committee shall develop ways to increase exposure of the referrals club to the community via advertising, events, internet and other means determined to elevate the overall health of the club.