

Referral Network By Laws

Revised April 2006

Article One: Name: Referral Network

Article Two: Purpose

We are an organization of business people dedicated to improving our careers through the interchange of business and social contacts.

Each business type is represented by one member and conflicts of interest are disallowed.

A referral is defined as contact between two members or when one member generates a contact between another member and a non-member, which could lead to a business transaction. As a matter of definition, a “Hot” referral has been contacted by the referral giver and is expecting a call from the referral recipient. A “Cold” referral is not expecting a call.

This organization shall not be used in any way for political purposes nor shall it as an organization actively participate in the political candidacy of any person or cause. Any prospective politically-oriented speaker, including candidates or those already in office, need to be approved ahead of time by a unanimous vote by the membership.

Article Three: Membership and Classification

Membership of this organization shall consist of people of good character and community standing. Each member shall have one vote.

Regular Leave of Absence: The Board of Directors has the right to extend a Leave of Absence to any member in good standing based upon the Board’s majority vote. The “Leave” can be used for vacation, illness, accident, personal situations, etc. and is effective for up to three months. Members on a leave of absence pay dues and their category is protected.

Extended Leave of Absence: Extensions beyond the three-month period may be granted on a case-by-case basis. However, the category filled by the member on extended leave will be open to prospective members. The member on extended leave will be given the opportunity to become active before the category is filled by the prospective member. Members on an extended leave to not pay dues.

Prospective members must attend at least one meeting and submit an application with payment for membership to the Sargent at Arms. Group socials are considered to be “meetings.”

Prospective members shall not attend the meeting after application has been made so that a vote of the membership may be held. There will be no voting by proxy. The greater of 10% of membership or three no votes shall be sufficient to deny an applicant membership. The only exception to the acceptance of the no votes as final is when the Board of Directors decides, via a quorum vote that the no votes were for the purpose of

keeping a prospective member out for the purpose of saving category coverage for a member who is not holding that category, or for any type of bias.

In the event that two applications are made at the same meeting for the same category, the board will vote on the first application to be considered for vote.

Occasionally a slight overlap in occupations will occur and conflicts of interest become apparent. In the case of a conflict, the proposed member shall write a proposal outlining how he/she will represent the business category to avoid an actual conflict of interest with the existing member. The proposal will be voted upon by the Board.

An alternate may represent the member if that person represents the same company and the company owns the membership. The alternate cannot hold any office or committee positions and has no voting rights.

Individual memberships are non-transferable and cannot be sold.

Membership will be owned by the individual or company which he/she represents and owns the membership, the Board shall have the right to approve or disapprove the new company or category.

If the company owns the membership and changes members, the Board shall have the right to approve or disapprove the new member and shall advise the new company of their decision in writing.

Company memberships are terminated if the company is sold. Memberships are not transferable to the new owners. The new owners may submit application for membership and pay the membership fee.

Article Four: Resignation of membership

Any member may resign from the organization provided that any indebtedness to the organization has been paid. The resignation shall be submitted in writing to the Board and shall become effective upon acceptance by the Board. Membership fee is not refundable.

Members are required to abide by the following commitment:

- I do not belong to another lead organization in Whatcom County.
- I will utilize the professional services of members whenever practical.
- I will abide by the by-laws of Referral Network.
- I will provide at least two referrals per month to any member(s).
- I will have the organization's brochure at my place of business to provide to prospective members.

Name badges are as follows:

White; you are a member in good standing, subject to all fines.

Red; have had at least three guests join the group, subject to all fines.

Blue; have had at least five guests join the group, subject to all fines.

Silver; have had at least ten guests join the group. Isn't required to put a dollar in the bucket for no guest.

Gold; Have had at least fifteen guests join the group. Should consider franchising.

Article Five: Termination of Membership

If your business is not represented by qualified members/alternates two (2) or more meetings in the month and the absences have not been excused –or– if the business is not likewise represented at (3) meetings in a calendar quarter, then the member will receive a warning with additional absences making their membership subject to forfeiture.

Report any breach of ethics to the Board.

Any member being in arrears in the payment of dues and/or financial obligations shall stand suspended and shall be notified forthwith in writing by the members of the board. Such member upon payment of arrears and upon making application for reinstatement to the Board may, by majority vote of the Board (quorum required) may be reinstated within ten (10) business days of the date of aforesaid notice. In cases where the member is not reinstated he/she will be notified within ten (10) business days of this decision by the Secretary of the Organization.

The Board shall review the individual membership of the organization based upon the following criteria: regular attendance of the organizations weekly meetings; passing of the required number of referrals monthly and participation of the organization's activities.

The Board shall then measure the personal involvement and attendance of regular meetings of each of the members. At the discretion of the Board, any member who, without excuse, shall fail to regularly attend weekly meetings or actively participate in the organization's activities, shall at the direction of a majority vote of the Board (quorum required) be terminated and shall be notified in writing by the group.

Code of Ethics: The Board is authorized as herein provided to suspend from membership for a period of not more than one (1) year, or expel from membership any member of this organization for good cause.

“Good Cause” as used in this Group means:

Any conduct that brings the organization into public disrepute or violates the purpose for which it was formed.

Any willful failure or refusal to abide by the articles, bylaws or rules of this organization

Any willful failure or refusal to pay assessments levied pursuant to the provisions of these bylaws.

Any willful failure to abide by the Code of Ethics and the Commitment (Article 5)

Any conviction of a felony or crime involving moral turpitude.

The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of 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 (30) days.

Any conduct that causes a member to come into disrepute.

Any conduct unbecoming of a professional person or which causes embarrassment either personally or within the business community to any other member.

Engaged in personal or professional misconduct or a breach of the Code of Ethics of this organization of such a serious nature as to render his/her continued membership in the organization personally or professionally obnoxious or detrimental to the other members of the organization.

Any member attempting to recruit members to a similar organization shall be terminated.

Any willful failure or refusal to pay any just debt which was validly due and owing by such a member.

1. For “suspensions”, all voting and other rights of the membership during the term of the suspension are terminated, provided; however, that such member shall not be relieved of liability for payment of dues or assessments falling due or levied over the period of suspension.
2. On “expulsion” the membership of the member is immediately and conclusively terminated provided, however, that such member shall not be relieved of liability for payment of dues and assessments and accruing prior to the hearing on the charges against him/her as herein provided.

The Board shall review all violations of the “Good Cause” provisions of this document. Any and all alleged violations of the “Good Cause” provisions shall be in writing and addressed to the President, unless the violator is said alleged violator, in which case the writing shall be addressed to the president. The President shall forward a copy of the writing to the president immediately upon its receipt.

If the violator is a member of the board, these deliberations will take place without that member present.

The Board shall abide and be bound by the rules and regulations and definitions as outlined within these bylaws to determine whether any have been violated. These members shall exercise honor and fair dealing in making determinations of the occurrence of any violation(s).

Upon notice of a violation, the president or the secretary as the case may be, shall immediately call a meeting of the Board. The Board meeting shall be conducted in accordance with the rules and regulations specified within these bylaws. Each member of

the Board will be given a copy of the organization's bylaws. The vote of the Board regarding the action to be taken regarding the violator shall be final and binding.

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

All rights of membership or its property shall terminate with the time of the violator's expulsion.

Article Six: Officers

- President
- Secretary
- Tipmaster
- Program Director
- Treasurer
- Social Director
- Sargent-at-Arms

(See Appendix B)

Officers hold their offices for two-year terms. Officers may serve for consecutive terms until their successors are elected by the membership Elections will be hold at a regular meeting which takes place near the beginning of the calendar year.

The president shall serve as the executive officer of the organization; preside at all meetings utilizing the Order of Business procedure; be an ex officio member of all committees; and exercise general supervision over affairs of the organization. The President reports to the Board.

The Secretary shall make a written record of attendance, excused and unexcused absences, speakers, visitations, etc. The secretary shall also take notes at board meetings and record the results of all votes by the Board. The secretary will present the award for most guests on the first meeting of each quarter.

The Treasurer shall keep and maintain records of all actions of the organization, which shall include all records of member initiation fees, dues, fines, and all monies collected and dispersed. The Treasurer shall prepare quarterly written statements for the organization and generally perform such duties that are ordinarily incumbent upon a Treasurer. The Treasurer will provide individual invoices for quarterly dues to the membership at least one week prior to when they are due.

The Program Director shall schedule speakers. A verbal report shall be given at each meeting and a written schedule will be produced on the last meeting of each month for the following month.

The Social Director shall plan and put on two social events per year.

The Sargent-at-Arms shall take applications and payments, conduct votes for membership, and call prospects to inform them of the result of votes, distribute new member contact information to the board and forward payments to the treasurer and

generally facilitate the membership process. The Sargent-at-Arms will keep the meeting moving; keeping commercials to less than 30 seconds, speakers to end by 8:00am, etc. Finally, the Sargent-at-Arms will explain the fines and start the tip bucket.

The Tipmaster will explain how the tip forms work, read the definition of a referral, keep a written record of tips passed and received by each member, make a verbal report at each meeting, and a written report each month. The Tipmaster will also encourage the passing of referrals and present the “Power Tipper” award on the first meeting of each calendar quarter.

Article Seven: Directors

The Board of Directors (Herein referred to as the Board) shall govern the Referral Network.

The Board shall consist of the officers as noted herein.

The Board shall have control and management of the organization’s activities, determine all policies, discipline members and generally supervise the affairs of the organization.

A majority vote of the Board members present shall constitute a Quorum and is required to give effect to any action of the Board.

The Board shall meet at any time or place convenient and as needed.

Article Eight: Election Procedures

The election of officers shall be held at the third meeting in January every year. The specific positions up for election will alternate each year thus providing for two-year terms. During even years the positions of President, Tip Master, Secretary, and Sargent at Arms will be up for election. During odd years the positions of Treasurer, Program Director and Social Director will be up for election.

Nominations from the floor of the regular meeting of the organization may be made for any office and shall then be the list of nominees submitted to the organization for an election of officers/directors.

A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that an election does not result in a majority for any nominee for any particular office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot the same procedure shall be followed until one nominee shall have receive a majority of all votes cast.

In the case of a vacancy in the office of the President, the Program Director shall succeed to the office. In the case of a vacancy in the office of Secretary, Treasurer, or other Board members, the vacancy shall be filled by the Board.

In the event, after the election and prior to installation, of disability or inability by an officer-designate or director, the vacancy shall be filled by the Board.

Only members in good standing shall be eligible to hold office and vote.

Article Nine: Meetings

Referral Network shall hold a weekly breakfast meeting at a time, place and day as shall be determined by the Board. The meeting shall convene at 7:00am and conclude at 8:30am. Problems or complaints will not be aired at the regular meeting, but will be referred to the Board. The Organization may hold such other meetings as the Board may desire.

Badges shall be worn at all regular meetings.

See Appendix A

Article Ten: Revenue

Each new member shall pay a membership fee as indicated on the Membership Application form (see Appendix C). The payment of said fee is to be a prerequisite to admission to membership and is payable prior to becoming a member. Membership fee is non-refundable unless the applicant is refused membership.

Quarterly fees are due by the 1st meeting of each calendar quarter. A member shall be considered to be in good standing if he/she is not more than thirty days in arrears in payment of any indebtedness.

The Board shall set quarterly dues.

Article Eleven: Fines and Rewards:

Fines: read by Sergeant at Arms

-No Lead OR guest \$1 (If you have one or the other = OK)

Rewards:

-Most leads given \$25 cash quarterly

-Most guests brought \$25 cash quarterly

Article Twelve: Amendments

Any amendment of these bylaws may be adopted by two-thirds (2/3) vote of the active members present at any regularly scheduled meeting of Referral Network, a quorum being present. Written notice of the proposed amendment shall have been provided to the membership at least two weeks in advance of the vote.

Referral Network Charter

Appendix A

Adopted Meeting Structure

- 7:00 am Arrivals and handshakes
7:10 am Breakfast
7:30 am President starts meeting: “Good Morning, where do you get your best referrals?”
- 3) Pledge of Allegiance.
 - 4) Reading of Referral Network Mission.
 - 5) Introduction by president: welcome guests, explain free breakfast, OK referrals, no fines, etc.
 - 6) Member/Guest Introduction: Starting to left of president: go around table with all people introducing themselves QUICKLY with name & company only...no commercial until bucket.
 - 7) Definition of Tip read by Tipmaster.
 - 8) Speaker for this week introduced by Program Director.
 - 9) Speaker Presentation to 8:00am.
 - 10) New member presentation of card caddies, name badges.
 - 11) Committee reports: Presented during the 1st meeting of each calendar quarter.
 - Program Director = upcoming speakers for next three weeks.
 - Social Director = upcoming events, costs.
 - Secretary = announce guest count and most guests award, membership count
 - Tipmaster = # referrals for past quarter, quarterly tip awards, indicates members receiving the most and fewest leads.
 - Sargent at Arms = conduct vote on applicant
 - Treasurer = explain dues, how much, when due
 - 12) Reading of Fines:
 - Read by Sergeant at Arms
 - No Lead OR guest \$1 (If you have one or the other = OK)
 - 13) TIP TIME: Pass the bucket to the left starting with Sargent at Arms.
 - 14) Pass business cards to left.
 - 15) 30 SECOND COMMERCIAL: Announce who you are, where you work and what a good lead for you is. Pass your tips, pay any fines...but make sure you:
 - 16) READ TIP OUT LOUD when you pass it, so others in the group can hear it.
 - 17) When the bucket has made it around the table: President asks for questions, tells guest where to get applications...reminders: visitations...say thanks and GOODBYE!

Referral Network Job Descriptions

Appendix B

President

Supervise club, delegate and enforce officer duties
Conduct meetings according to club procedure
Implement ongoing changes to procedures and bylaws
Announce and conduct a minimum of one board meeting per month

Secretary

Keep records of the following:

- Number of current members
- Membership goal
- Number of guests invited previous month and year to date
- Percentage attendance previous month and year to date
- Excused and unexcused absences and leaves of absence
- Number of guests joined as a result of each member's invitation

Informs treasurer of any new red or blue badges to be purchased
Explains the color badges & what they mean during each committee report
Prepares meeting table by having guest sign-in sheet at the ready.

Tip Master

Keeps yellow copy of the referral for club records
Explains how the referral forms work at each meeting and reads the definition
Motivate the club to pass more referrals
Keeps record of referrals given & received by each member
Prepares meeting table by placing 2 referral forms per seat.

Treasurer

Does the accounting.
Gives committee report at each meeting, disclosing amount of dues and when due.

Purchases supplies:

- Card caddies
- Printed material
- Member badges
- Any other supplies approved by the board

Pays for breakfast & other services approved by the board.
Recommends changes in the amount of dues to the board.
Make general financial decisions with board approval.

Program Director

Is responsible for items being in place before and picked up after meeting:

- Flag
- Referral bucket
- 2 brochures per seat
- Name badges

Develops written schedule for speaker and greeters monthly

Announces next week's speaker and greeter at meeting

Asks for volunteers to be exhibitors

Call speakers the day before the meeting to remind them

Obtains biographies of speakers

Introduces speakers

Keeps track of time limits on speakers

Social Director

Takes the initiative to offer options for social events, to be approved by the board

Conducts a winter and summer social; a total of two events per year

Calls the members to remind them to attend one day before the event

Announces and reinforces the social events at each meeting

Arranges and coordinates the event

Sargent at Arms

Keeps the meeting on track: starting and ending time, 30 seconds ads, etc.

Explains and enforces fines

Starts the bucket

Collect applications and initial dues check.

Remind member not to attend the next meeting, as a vote will be taking place and provide new guests with an application and a copy of the by laws.

Conduct the vote at the meeting during the committee report

Call the prospective member to inform them as to the result of the vote, remind the new member to bring business cards.