

**BY-LAWS  
OF  
REFERRALS UNLIMITED,  
A Professional Networking Organization  
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**ARTICLE I - Name**

**Section 1:** This organization shall be known as Referrals Unlimited.

**ARTICLE II - Purpose**

**Section 1:** Referrals Unlimited is an organization of business professionals dedicated to the ideals of improving their respective careers through the interchange of social and professional contacts.

**Section 2:** The primary purpose of this organization is to provide a weekly opportunity for local business owners and professionals to promote their businesses, to network with other business owners and professionals, to exchange referrals, and to expand the business contacts of the community at large.

**Section 3:** While referrals to members of Referrals Unlimited is not a requirement for membership and there is no reciprocal agreement inferred in membership, it is strongly encouraged that members become familiar with one another and each others businesses. Development of a strong referral base and a commitment to helping grow the business of fellow members increases the growth potential of one's own business.

**Section 4:** This organization shall not be used in any way for political purposes nor shall it actively participate in the political candidacy of any person or cause.

**Section 5:** Robert's Rules of Order will be used to conduct all meetings of Referrals Unlimited.

**ARTICLE III – Membership**

**Section 1:** There are three categories of Membership in Referrals Unlimited: Individual, Corporate, and Retired.

**Section 2:** Individual Membership is open to any individual who makes application to Referrals Unlimited, and who represents a single business field, industry, or occupation. In the event the individual member has representation or interest in more than one business field or industry, the individual member shall, in writing, declare and notify the Secretary of their primary interest in one particular business field or occupation, reflecting the basis of their membership in Referrals Unlimited.

**Section 3:** Corporate Membership is open to any company or corporation, partnership, sole proprietor, limited liability company (LLC), or limited partnership, which represents a single business field or industry. The applicant of the corporate membership, herein referred to as the "Representative", is permitted to designate an employee to attend up to fifty-percent (50%) of the meetings of Referrals Unlimited annually, with exception of annual business meetings, at which the applicant, i.e. Representative, shall attend. The corporate membership remains with the applicant, i.e. Representative. In the event a corporation holding corporate membership has representation or interest in more than one business field or industry, the corporation shall, in writing, declare and notify the Secretary of its primary interest in one particular business field or occupation, reflecting the basis of its corporate membership in Referrals Unlimited.

**Section 4:** Retired Membership Status is available to members with a minimum of one year in good standing, as described in Section 7, herein below. The member who desires to move to retirement status shall reapply to Referrals Unlimited, attend one meeting as an applicant and receive a majority affirmative vote by the general membership. The retiring member relinquishes their 'position' in RU which is then open to any prospective member. There is no retiring member application fee. The attendance requirement does not apply; meeting payment is made only for meetings attended.

**Section 5:** Membership Conflicts of Interest:

(a) As indicated in Article III, Sections 2 and 3, above, both Individual and Corporate Memberships are based upon their representation of a primary or single business field or industry. It is inappropriate for the direct or

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indirect promotion of secondary or other interests in business fields or industries which might give an appearance of a conflict of interest with other Individual or Corporate members of Referrals Unlimited, when acting on behalf of or participating in events or meetings or one-on-one meetings of Referrals Unlimited, unless requested by the potential client.

(b) An individual or corporate member who perceives of any potential or apparent conflicts of interest on part of any individual or corporate membership application with their business field or industry shall notify the Referrals Unlimited membership during the application process.

(c) Any appearances of potential or real conflicts of interests within Referrals Unlimited shall be a matter dealt with by the Board.

**Section 6:** Change in Status.

(a) Any individual or corporate member who changes its business field or industry, employer, or significant job description, shall be required to reapply for membership with Referrals Unlimited, so as to preclude an appearance of any conflicts of interests with other individual or corporate members of Referrals Unlimited.

**Section 7:** Membership Standing.

(a) A Member in good standing is characterized as being current with all financial obligations due Referrals Unlimited, maintaining attendance standards, and having no outstanding or unresolved complaints. A Member who is not in good standing is subject to challenge and their position being vacated by the membership.

(b) A member, having resigned from RU membership, may petition for readmission provided they meet the current criteria for membership as indicated herein, and submit an application to either the Vice-President or Membership Director within one year's time from the date of their resignation. The Membership Director will verify information included in the petition in the same manner as an Applications for Membership. A majority vote of the membership present at a regular business meeting will be required for readmission.

**Section 8:** Application for Membership.

(a) Prospective members are recruited only at the invitation of active members. In the event a member vacates their position, no prospective members for the vacated position can be brought into a meeting as a guest until the week following the notification of a member vacating their position.

(b) Sponsors will review a set of pre-qualifying questions with prospective members before they are invited to attend their first meeting. The Board of Directors will develop criteria to be addressed in all applications submitted for consideration.

(c) All applicants shall provide satisfactory documentation verifying the active status of their business, including business and specialty license with the application to Referrals Unlimited.

(d) An applicant for membership in Referrals Unlimited must be sponsored by a Member in good standing, herein referred to as Sponsor. The application process commences when written application is submitted by the Applicant via their Sponsor to the Vice-President or Membership Director. The application will be vetted and information verified through inquiries made by the Membership Director. The applicant shall attend three consecutive non-business meetings of Referrals Unlimited prior to be considered for membership. A majority vote shall be required to accept all applications for membership, taken at the business meeting following the third consecutive meeting, above. The President or Vice-President shall advise the applicant of the results of the vote.

(e) In the event two or more applicants simultaneously apply for the same position within a two-week interval, the vote will be postponed until both applicants have attended three consecutive meetings. At a meeting following the third consecutive meeting, the applicant receiving a majority vote of the members shall be offered membership in Referrals Unlimited. If the applicant receiving the majority of votes cast subsequently declines offer of membership, the offer shall then be extended to the second applicant.

(f) Should the prospective member arrive after guest introductions are called for by the president, the prospective member will be required to start the process over. By their first meeting, the prospective member will turn in the completed questionnaire with business card, failure to do so will disqualify that week's meeting as the first of the three required consecutive meetings. During the business meeting the questionnaire will be read by the membership director to the members and listen to any concerns.

(g): After the applicant's third meeting, and discussion of the applicant, a simple majority vote of members present will affirm or deny membership to the applicant and a copy of the application will be given to the

historian for archiving. No prospective applicant can be brought into a meeting until the week following the notification to the members of a vacant position.

#### **ARTICLE IV - Membership Termination**

**Section 1:** Members are required to abide by these bylaws. Failure to abide by these bylaws may result in termination of membership.

**Section 2:** The Board of Directors is authorized to suspend from membership for a period of not more than one year, or expel any member for good cause. Any action is determined by a 2/3 vote of the Board.

**Section 3:** "Good Cause", as used in this Article, means:

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

B. Any willful failure or refusal to abide by the bylaws or rules of this organization;

C. Any willful failure or refusal to pay the dues established in the provisions of these bylaws;

D. Conviction of any felony or crime involving moral turpitude;

E. If a member files bankruptcy during his/her membership and a member or someone that a member refers suffers a loss due to the bankruptcy, membership could be forfeited. The affected member and/or referring member would need to show proof of the loss in writing to the Board, and the membership would be deemed forfeited. It is up to the affected member and/or referring member to file the complaint. If no complaint is filed, membership of the person filing bankruptcy will remain in good standing.

F. Any conduct that causes other members to come into public dispute;

G. Any conduct that causes severe embarrassment, either personally, or in the business community, to any other member;

H. Engaging in personal or professional misconduct of such a serious nature as to render their continued presence as a member of the organization either personally or professionally obnoxious or detrimental to the other members of the organization; or

I. Any willful failure or refusal to pay any just debt that is validly due and owing by such member.

**Section 4:** Procedure:

A. Any suspected violations of these bylaws including the "Good Cause" provisions, must be submitted in writing to the Board of Directors.

B. The Board of Directors will conduct an investigation regarding the alleged violation. Any member of the Board of Directors or member(s) of the Long Range Planning Committee who is involved in the alleged violation may be replaced by a past Board Member until the outcome is complete.

C. Upon completion of the investigation, the Board of Directors will vote on whether the membership should be terminated. The decision of the Board of Directors shall be final and binding.

**Section 5:** Any membership forfeited shall be notified in writing and signed by all Board of Directors.

**Section 6:** Resignation by any member must be submitted in writing to the Board of Directors and shall be effective upon receipt by the Board.

#### **ARTICLE V - Officers**

**Section 1:** The officers of this organization shall consist of a President, Vice President, Secretary, Treasurer, and Treasurer II who shall be elected annually for a one-year term. 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 with a 2/3 vote.

**Section 2:** The **President** (minimum of 1 ½ years member in good standing and one previous term of Board service required) will use the Operating Rules to facilitate Referrals Unlimited business. He/She will conduct weekly meetings, calling them to order, using an agenda, conducting votes, generally keeping meetings running on schedule, and adjourn the meetings. He/she has the responsibility to keep the Operating Rules current. He/she will conduct monthly board meetings in the same manner. He/she will appoint committees and committee chairmen as

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directed by the board. He/she will only vote in the case of a tie, where it will be the deciding vote.

**Section 3: The Vice-President** (minimum of 6 months member in good standing required) attends all Board Meetings and is a voting Board Member. He/she provides back-up support to President, conducts all meetings when President is not present, collects all voting ballots and counts ballots with another Board Member, chairs all Long Range Planning Committee meeting, chairs the Nomination Committee, chairs any conflict Resolution issues, will serve in the absence of the President, and is President for the following year. The Vice President is responsible to maintain a backup copy of all Membership information and paperwork.

**Section 4: The Secretary** (minimum of 6 months member in good standing required) attends all Board Meetings and records all minutes at Board Meetings. He / she will distribute copies of the previous Board meeting to all Board members & General membership who attend Board Meetings, and sees that a copy gets to the historian. He / she assigns all infomercials, maintains the Card File, creates Memos as instructed by the Board, prepares all correspondence as may be required by the President or Board of Directors and shall generally perform such other duties that are normally incumbent upon a Secretary.

**Section 5: The Treasurer** (minimum of 6 months member in good standing required) shall attend all Board Meetings and maintain meeting check-in records. The Treasurer shall also receive and be accountable for all funds belonging to the organization, will maintain a bank account in a depository designated by the Board of Directors, and keep and maintain the financial records for the group. She/he will make monthly financial reports and make bank statements available to the Board and Membership, as well as write checks necessary for the day-to-day business of the organization; a copy of bank statements is supplied to the Historian. The Treasurer will submit financial records to the Membership annually for audit. He/she will perform all duties for the organization that are normally incumbent upon a Treasurer.

**Section 6: The Treasurer II:** (minimum of 6 months member in good standing required) shall attend all Board Meetings and perform any and all duties of the Treasurer as required in Treasurer's absence, at the request of the Treasurer, or as requested by the Board. The Treasurer II is responsible to maintain a backup copy of all financial records.

## **ARTICLE VI – Board of Directors**

**Section 1:** Referrals Unlimited shall be governed by the Board of Directors. The Board of Directors shall have control and management of the chapter's activities, determine all policies, discipline members, and generally supervise the affairs of the organization.

**Section 2:** There shall be a Board of Directors consisting of the President, Vice President, Secretary, Treasurer, Treasurer II, Membership Director, Sgt.-at-Arms and two Members-at-Large to be elected by the membership, all 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 that a directorship becomes 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 officer and director shall be an active member in good standing.

**Section 3:** The Board of Directors shall meet the first week of each month prior to or after the regular weekly organization meeting. Board members must maintain a 75% quarterly attendance record or their Board membership is subject to suspension. Attendance is taken when the Board meeting is called to order. A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those present, quorum required, shall be necessary to give effect to any Board action.

**Section 4:** Removal of any officer, board member, or committee person shall be by 2/3 majority vote of the membership.

**Section 5:** The **Membership Director** (voting Board Member; minimum of 6 months member in good standing required) attends all Board Meetings. He / she maintains Membership Applications and see that all applications are filled out upon guest's first meeting. He / she calls all references on guests applications and reports to group, provides notice to all expired members of their status, maintains Current Membership roster, contacts guests and informs whether or not they were voted into group, distributes all business card holder books and By-laws to all new members.

**Section 6:** The **Members at Large (2)** (voting Board Members; minimum of 6 months member in good standing

required) attend all Board Meetings.

**Section 7:** The Sergeant-at-Arms (voting Board Member; minimum of 6 months member in good standing required) attends and keeps order at all Board Meetings and General Meetings, informs members of rules as needed and maintains order, keeps time of all infomercials and the Round Robin, keep current on bylaws, and maintains a hard copy of Robert's Rules of Order. It is the responsibility of the Sergeant-at-Arms to formally address poor new member sponsorship within Referrals Unlimited.

## **ARTICLE VII - Election Procedure**

**Section 1:** Officers are elected on an annual basis. The Long Range Planning Committee will present a prospective slate of officers and standing committee chairmen at the November board meeting, and present the slate to the membership that day, at which time nominations will also be taken from the floor.

**Section 2:** Officer Positions include President, Vice President, Secretary, Treasurer, and Treasurer II.

Board Positions include Membership Director, Sergeant-at-Arms, Members at Large and all officers.

Committee Chairs includes the Long Range Planning Committee. Any other Committees are appointed by the current President and governed by the Operating Rules.

**Section 3:** A simple majority vote of members present will be held at the first general meeting in December to elect all officers and Board of Directors. New officers will take office on the first Thursday in January, at the Board Meeting.

## **ARTICLE VIII – Meetings**

**Section 1:** Referrals Unlimited meets each Thursday morning during the year through the first two weeks of December, except Holidays.

**Section 2:** The first two meetings in February are limited to members only to conduct Referrals Unlimited business.

**Section 3:** Any member may attend the monthly Board Meeting. Attendance for makeup credit is taken when the meeting is called to order.

**Section 4:** Any board meeting where voting occurs must be open to the entire membership.

## **ARTICLE IX - Attendance**

**Section 1:** It is each member's obligation to attend meetings on a weekly basis. Two consecutive "unexcused" absences will result in forfeiture of membership in Referrals Unlimited.

**Section 2:** Any member who is not present for the round robin will be marked as absent.

**Section 3:** Members must maintain a 75% quarterly attendance record or their membership in Referrals Unlimited may be challenged.

**Section 4:** A regular meeting absence can be made up by attendance at the next Board Meeting; makeup credit cannot be carried over into the next calendar year.

**Section 5:** If a member finds himself/herself in a circumstance that requires a prolonged absence, he/she may request a leave of absence by letter to the Board of Directors. If granted, the leave of absence sets aside the 75% attendance and weekly payment requirement. If a member must be absent longer than six consecutive weeks, membership may be forfeited.

**Section 6:** The Board of Directors is granted the power to consider extenuating circumstances, grant extensions, and/or overturn the automatic forfeiture of any membership. Requests must first be made in writing.

## **ARTICLE X - Revenue**

**Section 1:** A one-time fee for each available seat is collected upon acceptance of membership. All members are required to pay the weekly meeting fee regardless of attendance; guests must pay for the meetings they attend.

**Section 2:** If an applicant has previously been a member of Referrals Unlimited in good standing and is reapplying due to any situation, the one-time seat fee is \$10.00.

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**Section 3:** Corporate Membership is available for a renewable annual fee.

**Section 4:** Members will pay dues regardless if a regularly scheduled meeting is cancelled, except for designated holidays as approved in advance by the Board.

**Section 5:** A minimum balance of \$1,500 will be carried over each year to cover operating costs.

#### **ARTICLE XI – Directors & Committee Chairmen**

**Section 1:** The Board of Directors shall determine the number and purpose of all committees necessary to achieve the objectives of this organization. Immediately after the annual election, the President shall appoint the Committee Chairmen and shall announce these appointments at the President’s discretion.

**Section 2:** The Long Range Planning Committee (LRP) consists of five to seven members which are voted on by general membership the first meeting in December. The Vice President will Chair all LRP meetings and is a non-voting member. The LRP will meet on a regular basis to review and revise, if necessary, operating rules and procedures, discuss any conflict resolution issues, and to work on other projects as directed by the Board. The LRP will report all findings and recommendations to the Board. The LRP will present a prospective slate of officers for the coming year to the Board at its November meeting and is responsible for elections in December.

#### **ARTICLE XII - Miscellaneous**

**Section 1:** Any person who has been accepted for membership in this organization shall be deemed to have accepted these bylaws and subsequent changes, and shall be bound by them in all respects.

#### **ARTICLE XIII - Organization Responsibilities and Filing Status**

**Section 1:** This organization is responsible for its own legal status, financial documentation, and I.R.S. filings. The organization’s rules and structure shall be followed at all times, and the organization is responsible for its actions and/or omissions in failing to follow such rules and regulations. The organization Treasurer is responsible for contacting the I.R.S. and State taxing authorities to obtain appropriate I.D. numbers. Any income received shall be applied only for the purposes of the organization, and no part of the income shall benefit any officer or member.

#### **ARTICLE XIV - Amendments**

**Section 1:** Any amendment of these bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of this organization, a quorum being present. Written notice of the proposed amendment shall have been given to the members at least two weeks prior to the meeting. There shall be no voting by proxy unless on an approved leave of absence.

\_\_\_\_\_  
PRESIDENT

DATE: \_\_\_\_\_