

REFERRALS CLUB BYLAWS

(Approved Oct 31, 1989 and amended September 14, 2004, Sept 25, 2008, Jan 12, 2010, July 7, 2011, December 11, 2012, September 1, 2015, January 30, 2019 & **December 1, 2021**)

Article I – Name

This club shall be known as Referrals Club of Lake Havasu

Article 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 professional 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 members 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 he will represent the club. The Board of Directors and the present member with whom the conflict concerns must then approve the letter.

(e) 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.

(f) 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.

(g) 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.

Section 3: A member may request a leave of absence in a letter to the Board with specific dates for the beginning and the end of the leave, not to exceed 3 months. The leave should be for work related or health issues that make it impossible to attend meetings for a period of time. The leave can be approved

or denied by a note of the board of directors. For the duration of the leave, the member will be expected to keep his dues current, visit the Business of the Month and attend Mixers, but will not be charged with meeting absences. The member is welcome to attend meetings during the leave of absence when conditions permit.

Section 4: 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 5: 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 during the calendar year, their membership may be subject to forfeiture pending review by the Board. Meetings that are missed can be made up by attending a monthly board of directors meeting. Each absence can be erased on a one for one basis.

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 an 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 god 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 Articles 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 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
- (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/her 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/her at 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 US 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; (5) 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 (6) 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: 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 reasons 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. **The Vice President will show up early to meetings and place the Referrals Creed and a Lucky Devil on a table. The Vice President will also be responsible for selecting a Secret Handshaker each week.**

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. **The Secretary will be responsible for picking up mail at the P.O. Box.**

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, fine 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 **(except in the case of Secretary and Treasurer, which will have an alternate that will be the same for the duration of the year and will have a vote in the absence on the Treasurer or Secretary they are alternating for)** and attend 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 secretly 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 this 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 6: Only members in good standing shall be eligible to hold office or vote and may not be in arrears on dues.

Section 7: Alternates may not hold office but may vote if regular member is absent

Section 8: Only members that have served on a committee may be placed on the ballot for a board position.

Section 9: Only one personal 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 nonrefundable unless applicant is refused membership.

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

Section 3: A member shall be regarded as in good standing if he/she 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 request will be subject to a membership fee of \$ 75.

Section 6: An audit shall be conducted of the club's 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 operations 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

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 respect.

Article XI for Profit organization

Section 1: This club is organized and shall operate as a for profit organization for personal improvement and other similar nonprofit purposes. Any income received shall be applied only to the nonprofit 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 third (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.