

Laramie Referral Club Bylaws

**“A referral is sending someone you care about to
someone you trust.”**

**A group of professionals dedicated to the highest standards of
competence and service.**

ARTICLE I—NAME

This Club will be known as the *Laramie Referral Club* (LRC).

ARTICLE II—PURPOSE

Section 1: LRC is a professional organization of companies or men and women dedicated to the highest standards of competence and service. Members will at all times maintain the highest professional integrity. Each business category or service provided is represented by one member and conflicts of interest are disallowed.

- a. The primary goal of this club will be to expand each member's business contacts through the generation of "referrals".
- b. Each member may represent only one occupation or service, thereby maximizing the opportunity for referrals by removing competition between members.

Section 2: Giving Referrals: When a member recognizes a business prospect has a need for another member's product or service, the member tells or gives a business card to the business prospect about the member's business. The referring member will complete a referral slip and give it to the referred member or will send an email to the referred member describing the referral. A copy of the referral slip or email will be forwarded to the Referral Master. Each Member is requested to give at least two referrals a month.

ARTICLE III—MEMBERSHIP & CLASSIFICATION

Section 1: Membership in LRC will be of the active class only.

Section 2: Application for Membership

- a. Prospective members must attend three meetings before being eligible for membership. Members will be admitted by oral ballot (except as noted in Article III, Section 2, h, 3) and the prospective member will not be present at the time the vote is taken. If one or more of the members present vote to deny membership, the Board of Directors ("Board") may deny membership or may give the applicant probationary status, the terms of which will be determined by the Board.
 1. The LRC requires a prospective member to complete an application for membership. Prior to the meeting at which there will be a vote for membership, the prospective member must submit the application, which will be reviewed by the Membership Chair. If there is a concern regarding the prospective member or the application, the Membership Chair will request a review by the Board of Directors. If the Board finds the applicant is not suitable for membership, for any reason, the Board, by a majority vote of members present, may vote not to accept the applicant and the individual will not be submitted to the general membership for admission.
 2. If a member in good standing sponsored the applicant for membership, the member may request the Board to review its

decision. If this occurs, the Board is encouraged to bring the vote before the membership. However, if upon review, the Board decides the applicant is still not suitable, the Board decision will be final.

- b. An alternate member may attend meetings, in place of the active member if the alternate member represents the same company and the company, rather than the individual member owns the membership. An alternate member is not considered an active member; however, an alternate member may vote at any meeting at which the active member, for whom the alternate member represents, is absent.
- c. Only active members may vote and any member who is more than 30 days in arrears for any payment owed will not be allowed to vote.
- d. Occasionally, a slight overlap of occupations will occur and conflicts of interest may be apparent. In the case of conflict, the Membership Chair will speak to the present member outlining how the prospective member will represent the occupation or service. The present member must agree or the prospective member will not be presented to the Board or general membership for admission.
- e. Membership is awarded either to the individual who will be an active participant in the club, or to the business being represented by the individual. This shall be determined when the individual or business becomes a member. Membership in the club is not transferrable and reverts to the club when a membership terminates.
- f. If the individual member changes the business which he/she represents and he/she owns the membership, the Board of Directors will have the right to approve or terminate the membership of such individual or his/her new company.
- g. If a business owns the membership and if approved by the Board of Directors, the business may select a different individual who will represent the business as an active participant of the club.
- h. When a particular occupation is open for membership and two or more prospective members attend the same meeting the following procedure will be followed:
 - 1. All prospective members will be invited to attend three consecutive meetings. If any prospective member misses a meeting, the other prospective member(s) will have priority to be voted on first for membership. Any prospective members who have missed meetings may continue to attend meetings but will be considered for membership only if the other prospective member(s) with fewer absences do not become members. If a prospective member having priority is admitted into the club, the other prospective member(s) will not be given further consideration, until an opening occurs for the prospective member(s) occupation or service.
 - 2. Assuming more than one prospective member attend all meetings in preparation for admission as a member, a Speak Off will be conducted. Prospective members will be given 3 minutes to give a presentation to LRC promoting his or her individual or business membership. During a Speak Off, only the members and the prospective member speaking will be present in the meeting room.
 - 3. Following all prospective members' presentations, the general membership will vote, in a closed-door session without any prospective

members present, on which prospective member will be admitted to membership.

- i. In the closed-door session paper ballots will be distributed to all members in good standing. Members will vote on the prospective member to be admitted.
- ii. Ballots will be collected by two club officers and counted and the results will be announced as soon as the ballots are counted.
- iii. The Membership Chair will notify the prospective members of the results of the vote.

Section 3: Any member may resign from this club provided that all his/her arrearages of amounts owed to the club have been paid. The resignation will be submitted in writing to the Board of Directors and will become effective when accepted by the Board. The membership fee, renewal fee, and all other amounts collected by the club are non-refundable.

ARTICLE IV---COMMITMENTS OF MEMBERSHIP

Each Member is required to abide by the following commitments:

- a. Use the services of another member whenever possible.
- b. Provide a minimum of two referrals per month to any member.
- c. Display club brochures at his/her place of business, if available and the business does not prohibit such display.
- d. Abide by the bylaws, as amended from time-to-time; club rules; and decisions of the Board of Directors.
- e. Timely pay all amounts assessed and/or owed.
- f. Support business of the month, if applicable.
- g. Attend mixers.
- h. Notify the Membership Chair or President of expected absence from a meeting, which will then be considered an excused absence.
- i. Wear name badges to all meetings.

ARTICLE V—TERMINATION OF MEMBERSHIP

Section 1:

- a. If a member or alternate misses two consecutive unexcused meetings, the membership may be subject to termination. Members will be notified prior to action.
- b. The confirmation of any breach of ethics reported to the Board of Directors by another member may be grounds for expulsion of a member and termination of the membership.

Section 2: Any member in arrears in payment of amounts assessed and/or owed will stand suspended and will be notified. Such member, upon payment of arrears within 10 days of notice by the Membership Chair or other officer, may be reinstated by the Board of Directors, at its discretion.

Section 3: The Board of Directors will, at least annually, review the individual active membership of this club based on the following criteria:

- a. Regular attendance, which is vital to the successful functioning of the club, and
- b. Membership participation in club activities.

The Board of Directors will then measure the personal involvement and attendance at regular club meetings of each active member. At the discretion of the Board of Directors, any active member who, without excuse, will fail to regularly attend club meetings or actively participate in the activities of this club, may be expelled and will be so notified in writing by the club secretary or other officer.

Section 4: Suspension or Termination. The Board of Directors is authorized to suspend from membership for a period of not more than one year or expel and terminate the membership of any member of this club for good cause.

Section 5: “Good Cause” as used in this Article means:

- a. Any conduct that brings the club into public disrepute or violates the purpose for which this club formed.
- b. Any willful failure or refusal to abide by the Articles, if applicable; bylaws; or club rules.
- c. Any willful failure or refusal to pay any amount assessed and/or owed pursuant to the provisions of the bylaws, including commitments of membership in Article IV of these bylaws; club rules; or as may otherwise be approved by the Board of Directors.
- d. Conviction of any felony or any crime or action involving moral turpitude.
- e. The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of creditors or the doing or performing of any act constituting bankruptcy or insolvency, if such act or petition or thing is not cleared up and released within thirty days.
- f. Any conduct that causes any members to come into public disrepute.
- g. Any conduct unbecoming of a professional or business person or which causes significant embarrassment either personally or in the business community to any other member, or
- h. Engagement in personal or professional misconduct of such a serious nature as to render his/her continued presence as a member of the club personally or professionally detrimental to the other members of the club.

Section 6: Definitions

- a. For “suspensions” all voting and other rights of the member during the term of his/her suspension are terminated, provided, however that such member will not be relieved of any liability for payment of amounts owed falling due or levied during the period of his suspension. A suspended member may not participate in meetings or LRC activities
- b. For “expulsion” the membership of the member in this club is immediately and conclusively terminated, provided, however, that such member will not be relieved

of any liability for the amounts assessed or due which have accrued prior to the expulsion.

Section 7: Procedure

- a. A written or oral complaint will be presented to the Board of Directors.
- b. The Board will interview, if possible, all parties and witnesses involved in the complaint.
- c. A written notice of the complaint will be given to the member against whom the complaint was made and will include the date, time and location of the Board Meeting when a decision on the complaint will be made.
- d. The affected member has the option to address the Board at its meeting on the complaint prior to a decision being made.
- e. A decision by the Board of Directors to suspend or expel a member will be final.

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

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

Section 10: A leave of absence may be granted to a member in good standing requesting such leave. If the Board of Directors approves the reason for the request, it will grant a leave of absence to that member. A leave of absence will be no longer than three (3) months; if the member requires a longer leave of absence, the member must to petition the Board of Directors for an extension, which may be granted at the discretion of the Board.

ARTICLE VI—REVENUE

Section 1: Each new member of the club will pay a non-refundable membership fee, as determined by the Board of Directors from time to time. The membership fee constitutes and is defined as an advertising fee. The payment of said fee is to be prerequisite to admission to membership, payable prior to becoming a member. The membership fee is non-refundable unless the applicant is refused membership.

Section 2: The annual renewal fees of \$50.00 or such amount as established by the Board of Directors and is due annually on January 1st of each year.

Section 3: A member will be regarded as in good standing if such member is not more than thirty (30) days in arrears in payment of any amounts assessed and/or owed to the club.

Section 4: All forms of membership financial obligation will be set by the Board of Directors.

Section 5: No member will be relieved of any financial obligations to the club, without a vote of the general membership.

ARTICLE VII—BOARD OF DIRECTORS

Section 1: The LRC will be governed by a Board of Directors.

Section 2: The Board of Directors will consist of Gary Strohm, Founder, and the following officers of the club: President, Past President, President Elect, Membership Chair, Treasurer, Secretary, and Referral Master. Gary Strohm may serve as an officer, but, in such event, he shall only have one vote. The Board of Directors may authorize the combined office of Secretary/Treasurer, rather than two offices Secretary and Treasurer. Each director is a voting member of the Board. The President will preside over the Board of Directors and be the Chairman of the Board. In the event of a directorship becomes vacant for any reason, such vacancy will be filled by appointment by the Board of Directors. The appointed director will serve for the remainder of the term of the director being replaced. Each director will be an active member or represent an active business member in good standing.

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

Section 4: The Board of Directors has the authority to make final decisions on a case-by-case basis on any issue not covered in the By-Laws.

Section 5: The Board of Directors will meet as needed. A majority of the Board of Directors will constitute a quorum for the transaction of business, and a majority vote of those present will be necessary to give effect to any action of the Board.

ARTICLE VIII—OFFICERS

Section 1: The officers of this club will be the President, President Elect, Membership Chair, Treasurer, Secretary (or Secretary/Treasurer), and Referral Master, who will be elected annually by the general Membership. Officers serve on the Board of Directors until their successors are duly elected or appointed as provided by these bylaws. In the event any office becomes vacant, the replacement officer will be appointed by the Board of Directors. One full term of office will run from January 1st through December 31st of each year.

Section 2: The President will serve as the executive officer of the club, 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: President-Elect will provide support to the President by filling in when the President is absent, conduct any other duties that the Board of Directors will approve and will serve as President if a vacancy occurs in the office of President, either by resignation, termination and will serve as President for the succeeding term when the term of the then-serving President expires.

Section 4: The Membership Chair will perform such duties related to developing Membership and such other duties as may be assigned by the President or the Board of Directors, including, but not limited to:

- a. Delivering a copy of the by-laws and membership application to a prospective meeting on or before the prospective member's second meeting.
- b. Keeping a weekly record of the attendance of the Members or Guests:
 1. Contacting members-who have missed two consecutive meetings without an excused absence.
 2. Keeping track of the number of times a guest has visited in order to meet the requirements for admitting a prospective member.

Section 5: The Treasurer will:

- a. Keep and maintain records of all financial actions of the club, which includes all records of membership initiation fees, dues, and all monies collected and disbursed.
- b. Prepare and give a copy of the Balance Sheet and the Profit and Loss Statement to each Board Member at every Board meeting.
- c. Keep a record of the all payment Members and will notify the President and Membership Chair when a member is 30 days delinquent on amounts owed.
- d. Generally perform such duties that are ordinarily incumbent upon a Treasurer, or as may be assigned by the President or the Board of Directors.

Section 6: The Referral Master will:

- a. Provide referral forms to be used by members at all meetings.
- b. Keep a record of all referrals, and report on the number of referrals given by all club members each month.
- c. In private, remind any members, who have not been giving sufficient referrals, of the membership responsibility to give referrals.
- d. Perform such other duties as may be assigned by the President or the Board of Directors

Section 7: The Secretary will:

- a. Take minutes at Board Meetings and regular club meetings. Board of Director minutes will be emailed to the Board Members within one week of Board Meeting and minutes of regular club meetings will be emailed to members. For anyone without email capability, a copy of the minutes will be available at the next regular club meeting for review;
- b. File minutes in a notebook, which will be available to the membership and which will be delivered to each newly-elected Secretary;
- c. Keep and maintain a membership roster;
- d. Send notices as required; and
- e. Generally, perform such duties that are ordinarily assigned to a Secretary, or as may be assigned by the President or the Board of Directors.

ARTICLE IX—MEETINGS

Section 1: The LRC will hold a scheduled meetings starting at the designated time and place as will be determined by the Board of Directors. The meetings will frequently feature club members as Showboater, Speaker, and Greeter. Problems or complaints will not be aired at the regular meeting, but will be referred to the Board of Directors, if necessary. The regularly scheduled meetings will end no later than 90 minutes after the start time, except on special occasions as approved by the Board of Directors. Designated members may have the following roles at any meetings:

- a. A Showboater who is assigned to speak for 10 minutes about his/her business.
- b. A Speaker who is assigned to speak for 5 minutes about him/herself, personally.
- c. A Greeter who is assigned to welcome members or guests at a meeting.

Section 2: Member one minute commercials may be a part of a general membership meeting and are for the purpose of informing the other members about your business and how they may refer people to your business.

Section 3: Meeting time must not be used to recruit, for multilevel marketing purposes, members or guests.

Section 4: Public service announcements and any flyers given by meeting attendees must be approved in advance by a member of the Board of Directors. General announcements are allowed.

Section 5: Business matters may be voted on at any regular meeting. A quorum shall consist of nine or more active members. A vote of a majority of active members present is necessary to approve any motion that has been made and seconded.

Section 6: Robert's Rules of Order shall apply to the meetings of the LRC.

ARTICLE X—COMMITTEES

Section 1: The Board of Directors will determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of the LRC.

Section 2: Membership Committee. The Membership Chair will have the option to form a committee to assist with membership activities.

ARTICLE XI—ELECTION PROCEDURE

Section 1: The election of officers will be held at the annual meeting and any action taken will have the same voting requirements as a regular meeting under Article IX. The annual meeting will be held in the month of November or December, such date to be determined by the Board of Directors.

Section 2: Voting will be by oral or written ballot, with each member in good standing having one vote. Voting by proxy is not allowed.

Section 3: At a board meeting prior to the annual meeting, the President will appoint a committee to be known as the Nominating Committee. This committee will consist of one or more members from the general membership or other members of the Board of Directors. The President will designate the chair of this committee. The duties of this committee will be to make nominations of the Officers, which must have the consent of those nominated.

Section 4: Prior to the annual meeting, the Nominating Committee will submit a list of nominees for officers to the general membership. Prior to the vote at the annual meeting, the Nominating Committee will request nominations from the floor, for any officer to be elected. The nominations from the floor must be from members in good standing.

ARTICLE XII—MISCELLANEOUS

Any person who is approved for membership in the LRC will be deemed to have accepted these bylaws and subsequent changes as prepared by the Laramie Referral Club and will be bound by them in all respects.

ARTICLE XIII—NOT-FOR-PROFIT ORGANIZATION

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

ARTICLE XIV—AMENDMENTS

Any amendment of these bylaws may be adopted by two-thirds (2/3) vote of the active members present at any meeting of LRC. Written notice via email, first class mail or personal delivery of any proposed amendment will be provided to the members at least two (2) weeks prior to the meeting, unless such notice is waived by a two-thirds (2/3rds) vote of the active members at any meeting of the LRC. Voting by proxy will not be allowed.

Adopted the _____ day of _____, 2012.

Secretary