

North County Referrals Constitution, By-Laws & Club Policies Updated Edition 10/16/2015

Constitution

Article 1 - Name

The name of this organization shall be North County Referrals (hereafter referred to as the Organization)

Article 2 - Purpose

The purpose of this organization shall be to provide networking opportunities among its membership and to encourage the referral of products and services of fellow members to nonmembers

Article 3 - Sponsorship

This organization shall be an autonomous organization

Article 4 - Membership

Any Current Member of this Organization may propose for membership any other person of his/her choice regardless of sex, race, creed, color, or religious preference.

A person proposed for membership by a Current Member shall be considered for membership provided his/her business (sales and/or services) does not conflict in any manner with the business of a Current Member. Should there be a question as to the possibility of conflict; the Current Member whose business may be impacted by said conflict shall make the final decision as to whether or not such conflict does in fact exist.

A person considered for membership shall pay in full the prescribed amount covering Membership Initiation Fee, Annual Fee and Quarterly Fee before receiving approval for membership.

Article 5 - Meetings

Regular Meetings

The regular meetings of the total membership of the Organization and guests shall be held at times and places designated in the By-Laws.

Board of Directors Meetings

All businesses of the Organization shall be conducted by a Board of Directors as defined in Article 7 of this Constitution; said Board shall meet at times and places designated in the By-Laws. Board meetings are open to all Members, unless the President calls for a closed meeting.

Article 6 - Officers and Directors

The Officers of the Organization shall include President, Vice President, Secretary, Treasurer, Past President, Sergeant-at-Arms, and President-Elect (the President-Elect may also serve in another office capacity). Each Officer shall be a Director.

There shall be at least four (4) additional Directors of this Organization each with separate responsibilities as follows: Ombudsman, Membership, Programs, Social Activities and any other category deemed appropriate by the Board of Directors.

The duties of each Officer and Director shall be assigned under Roberts Rules of Order and the By-laws of the Organization.

Article 7 - Board of Directors

The Board of Directors of the Organization shall include, but not be limited to, the five Officers and four Directors named in Article 6.

The Board of Directors shall control and supervise all of the business and supervise all of the business and affairs of the Organization and shall be responsible for the execution of all Policies approved by the Board.

The Board of Directors shall have authority over the decision of any individual Board Member and may, for cause, declare any position vacant and shall then direct the President to appoint a Current member to fill any unexpired term thereof.

A Quorum at a Board of directors meeting shall consist of a majority of its members.

Each decision of the Board of Directors shall be agreed upon by majority vote of those present and voting. Each Board member shall have one vote on each issue before the body.

Article 8 - Elections

Election of Officers and Directors shall be held at a time and at a place designated in the By-Laws. A quorum at said meeting shall consist of a majority of the Current membership. Receipt of a simple majority of total number of votes cast by Current Members in attendance shall result in the election of a candidate.

Article 9 - Committees

Ad hoc Committees and the Chairperson of such committees may be appointed as deemed necessary by the President, subject to the approval of the Board of Directors.

Article 10 - Fees

All New members shall pay a one-time Membership Initiation Fee of \$60. All Members shall pay an Annual Fee of \$60 (pro-rated for New Members). All Members shall pay a Quarterly Fee of \$150 (pro-rated for New Members). The schedule and amount of payments shall be as defined in the By-Laws.

Any Member not current in the payment of Fees shall NOT be considered a Current Member for voting purposes. Any Member whose Quarterly Fee is not paid by the 15th day of the first month of the Quarter shall incur a \$10 late fee. If the Quarterly Fee, plus the late fee, is not paid before the last day of the first month said Member shall forfeit his/her membership in the Organization. Any Member who forfeits his/her membership for non-payment of Fees may apply for re-instatement to membership in the Organization by following the procedure for new Members as described in Article 4.

Article 11-Acceptance

By accepting membership in this Organization, and upon receipt of a copy of the Organization's Constitution and By-Laws, a Member agrees to uphold and to be bound by the provisions of said Constitution and By-Laws.

Article 12- By-Laws and Policies

The Board of Directors shall develop By-Laws, as deemed necessary for the efficient operation of the Organization.

Said By-Laws and any Amendments thereto shall not contravene any provisions of this Constitution. Any judgments to do so shall be null and void and of no effect.

The Board of Directors MAY develop Policies as deemed necessary for specific situations as may arise. Said Policies may be developed, amended or rescinded by a majority vote of Board Members in attendance at any meeting at which said Policies are proposed.

Article 13 - Emblem (Logo)

The Board of Directors shall approve a suitable emblem (Logo) representative of the Organization for use in all matters relating to the Organization. Any Current member may use said emblem (Logo in advertising his/her business (sales or service).

Article 14 - Parliamentary Authority

Unless specifically provided for elsewhere in this Constitution, Roberts Rules of Order shall govern all questions of parliamentary procedure as may arise in the conduct of any operation of the Organization.

Article 15 - Amendments

Amendment(s) to this Constitution may be proposed to the Board of Directors, in writing, by any Current member. Voting upon such amendment(s) shall be held no earlier than one month after the presentation of the proposed Amendment(s) to all Current members. The date of the meeting at which the Amendment(s) shall be voted upon shall be indicated upon presentation to the Current Membership. A two-thirds vote of all Current members present at said meeting, voting on each Amendment separately, shall be required to adopt the proposed Amendment(s).

Article 16 - Effective Date

This Constitution and accompanying By-Laws shall be effective on the date of their approval by two-thirds of the Current Membership.

Article 17 - Fiscal Year

The Fiscal year of the Organization shall coincide with the calendar year.

BY-LAWS

Article 1 - Projects Funding

The Board of Directors shall determine specific projects, which shall receive financial support of the Organization. The amount of such support shall be suggested in the Annual Budget; however, the specific amount will be determined at the end of each Fiscal year after an analysis of the Budget has been completed. Charitable projects are to be discussed and budgeted in the January or February Board meetings.

Article 2 - Payment of Fees

Except of the Initiation Fee of \$60, all other Fees for New Members shall be pro-rated based upon the month of joining in accordance with Chart of Payments (a separate document).

All current Members shall pay Fees in accordance with the Chart of Payments (a separate document).

Article 3 - Meetings

Organizational Meetings

Regular Meetings shall be held on Fridays. The first three (four meetings of the month shall be breakfast meetings held at Bernardo Heights Country Club beginning at 7:00 am and ending by 8:30 A.M. The fourth (or fifth) meeting shall be a social mixer held at the place of business of a designated Current Member (volunteer) and normally begin at 6:30pm.

Board of Directors Meetings

Meetings of the Board of Directors shall be held at a time and at a place designated by the President and Board; said meetings shall be held at least once each month.

Article 4 - Election of Officers and Directors

In October of each year, the Board of Directors shall appoint a Nominating Committee that shall nominate at least one candidate for each Office of the Organization and at least one candidate for Directorship for each Director position.

The Annual Election of Officers and Directors shall be held each year at a regular meeting on a date designated by the Board of Directors. Officer and Director Positions are for one year terms beginning on January 1.

Article 5 - Duties of Officers and Directors

All elected Officers and Directors of the organization shall perform the usual duties associated with their positions as indicated in Roberts Rules of Order.

The **President** shall preside over all meetings of the Organization and all meetings of the Board of Directors. An Inspirational Message shall be presented at each meeting by a Current Member (Program Speaker) in accordance with a schedule prepared by the President.

The **Vice-President** shall assume the duties of the President in the absence of the President.

The **Secretary** shall record unofficial minutes at all meetings of the Organization and shall record Official Minutes of all Meetings of the Board of Directors. Said Official Minutes shall be read at the

next regular Meeting of the Organization following the Board Meeting. The Secretary shall prepare all correspondence on behalf of the Organization, including informing a Current Member of his/her forfeiture of membership for non-payment of fees.

The **Treasurer** shall prepare Fees Statements and present same to all Current Members prior to the date payments are due. All Fees received from Current Members and New Members shall be deposited by the Treasurer as directed by the Board of Directors. He/she shall present a Monthly Financial Statement to the Board of Directors, which shall include the payment status of each Current Member. The Treasurer shall notify the Secretary immediately upon determining that a Current Member has forfeited his/her membership for non-payment of Fees.

The **Past President** shall assume an advisory role on the Board of Directors.

The **Sergeant-at Arms** shall be responsible for the selling of drawing tickets at all meetings; shall prepare a monthly report to the Treasurer of income received and payment made; shall maintain a "kitty" not to exceed \$100; and shall give to the Treasurer each month all monies in excess of said amount. He/she shall be responsible for the timing of speakers, including during "round-robins," and for ensuring that all presentations are kept within the time allowed.

The **Ombudsman** shall be responsible for establishing a communication link between the Board of Directors and the Current Membership of the Organization. The Ombudsman shall also be responsible for attempting to resolve potential or actual conflicts or disputes.

The **Membership Director** shall be responsible for contacts with perspective new members and developing and conducting programs which will increase membership and retain Current Membership of the Organization.

The **Speakers Program Director** shall be responsible for the scheduling of Current Members to make 15-minute presentations advertising their services or products and the scheduling of Current Members who volunteer to host the monthly social mixers at their places of business or location of their choice.

The **Special Events Director** shall be responsible for the *scheduling of Special Organization Events* as determined by the majority of the Board and current membership.

The **President-Elect** is the President following the end of the term of the current President.

Article 6 - Attendance

Current Members shall attend 75% of all meetings in order to maintain their membership unless "excused" in the President's discretion or under the next sentence. An Excused absence will be recorded in the case of an illness or a family, business emergency, vacation or business circumstance. Current Members, who attend less than 50% of meetings, excused or not, will be counseled and subsequent continued absence shall subject them to forfeiture of membership in the Organization.

A Member, having knowledge in advance he/she will be absent from a meeting, shall notify a member of the Board of Directors prior to the date of said meeting. An excused absence will be recorded in the case of an illness or a family, business emergency, vacation or business circumstance. In order to satisfy the minimum attendance requirement a Current Member may have a substitute attend a meeting on his/her behalf. A substitute may be a family member, an employee of the Current Member's business or anyone with a personal interest in the Current

Member's continued business success. The substitute may assume no other obligations or rights of the Current Member.

Article 7 - Amendments

Amendment(s) to these By-Laws may be proposed to the Board of Directors, in writing, by any Current member. Voting upon such Amendment(s) shall be held no earlier than one week after presentation of the proposed Amendment(s) to all Current members. The date of the meeting at which the Amendment(s) shall be voted upon shall be indicated upon presentation to the Current Membership. A majority vote of all Current members present at said meeting, voting on each Amendment separately, shall be required to adopt the proposed Amendment(s).

CLUB POLICIES

In accordance with Article 7 of the NCR Constitution, the Board of Directors has responsibility for the approval and execution of all Policies of the Organization.

1. **Club Meeting Guidelines** (a separate document)

2. **Schedule of Payment of Fees** (a separate document)

3. **Catering Expenses:** There is a cap of \$350 on NCR paid catering expenses for the end of- month Friday evening socials (the member is free to spend more at his/her expense).

4. **Prospective Member(s):** A prospective member must attend 2 regular (including Social) meetings within a 4 meeting period. First two breakfasts are FREE to the prospective member.

During the 2 meetings, the prospective member will have 2 minutes to speak to the group about his or her business, during which time the general membership can voice concerns of conflicts of interest and other concerns. In the event there are two businesses vying for the same category of membership, each prospect will receive equal time and opportunity to gain the most support from the membership before final voting begins.

During the first meeting attended, the prospective member(s) will receive an application form, NCR Constitution and NCR By-laws from the Membership Chairperson. In the absence of said chairperson the President, or designated member of the Board, will give the prospective member a membership application form, NCR Constitution and NCR By-Laws. A check for total dues will be required prior to the 3rd meeting, this check will be held until the prospective member is approved and voted in.

Prior to the 3rd meeting, the membership chairperson will meet and visit the prospective member's place of business, and the chairperson will give a report to the general membership prior to the membership voting. If there is an end-of-month Social during the time before final voting, the prospective member is given the choice of attending the Social or not with his/her cost being \$15.

The prospective member then would attend a 3rd meeting. The general membership will vote yah or nay without prejudice ... or...this can be accomplished by sending an email prior to the 3rd meeting to the membership to allow the prospective member to attend the 3rd meeting. After all votes are recorded, the membership chairperson will contact the prospective member with the final result, whether yah or nay.

5. **Next step:** Orientation will begin with a meeting between the new member, his/her sponsor or mentor partner, and our Sergeant-at-Arms, explaining our meeting structure, our referral group meeting process and preparation for new member participation. New members shall be required to submit business contact information and a photo for listing on our (online) Website, (offline) Brochure and Name badges within 30 days of becoming a Member.

New Member Orientation Program

1. Purpose and goal of North County Referrals
2. What makes us different from BNI, Le Tip, et al...
3. How this group works and why we like it - yet still strive for the goal of improving each other's businesses
4. Know, like, and trust - investment of time & effort
5. Long term commitment- develop relationships
6. Time and duration of meeting
7. Go over By-Laws: Special note to attendance policy, and quarterly fees, Explain pro-rate of membership fees
8. Guest policy (we pay for first breakfast),
9. How to refer, opportunities to refer
10. How to give a referral: tell both parties, and introduce parties, warm handoff
11. Types of referrals (levels 1, 2, 3): 1. - Refer self, 2. - Refer friend, 3. - Friend refers friend
12. One-on-One meetings: get to know each other's business
13. Testimonials
14. 60 second Round Robin: Stand up and state business / referrals or testimonials
15. If you don't have any referrals don't mention (negative) - instead mention a testimonial
16. 15 minute Speaker presentation, door prize requirements: at least \$25 value
17. Table Top Spotlight
18. Recruitment- spread the word, categories, how to invite guests or prospective member(s)
19. Power groups -partnering, mentoring, benefit, purpose
20. Data (content) gathered for online website and offline brochures, name badges, etc.
21. Business cards for North County Referrals member business card box
22. North County Referrals Name Badge
23. Do not promote competitor's company
24. Do not speak negatively of or about a group member
25. If having member issues or ethical concerns please talk with our Ombudsman
26. Weekly Raffle Drawing: purchasing tickets, bringing prizes and payment for such (\$5 minimum value)
27. Special Events
28. End-of-month Friday evening Socials
29. A new Member's sponsor is responsible for mentoring the new Member. The Sergeant At-Arms is responsible for mentoring in absence of a sponsor.