

Business By Referral, LLC

Bylaws

Article I – Name

1.1: This organization is incorporated under the laws of the State of Washington and shall be known as Business by Referral, LLC.

Article II – Purpose

2.1: Business by Referral, LLC is a professional association of businesses organized to foster the growth and development of its members via new business referrals.

2.2: In any given chapter, each business category is represented by one individual, fostering a spirit of mutual collaboration between members by eliminating business competition.

2.3: A referral is defined as a company or person interested in a product or service and expecting to be contacted by a Business by Referral member, or a contact between a member and a company or person that could potentially lead to a business transaction. Referrals are recorded on an official Business by Referral, LLC form.

Article III – Code of Ethics

3.1: Members shall provide quality products or services and treat referrals with the utmost professionalism.

3.2: Members are expected to provide reliable follow-up on referrals and ensure the referred individual receives appropriate attention.

3.3: Members shall respect the confidentiality of the referred leads and shall not use them for purposes other than the intended business transaction.

3.4: Members must attend meetings regularly and notify the chapter in advance if unable to do so.

Article IV – Governance

4.1: The organization shall be governed by a Board of Directors (henceforth referred to as “the Board”) duly elected by the members.

4.2: The Board shall be composed of a President, Vice President, Secretary, Treasurer, Meeting Coordinator, Referral Coordinator, and Membership Coordinator.

4.3: Board members shall serve a one-year term. Elections shall be held annually at the second membership meeting in December. Nominations for Board positions shall open at the last weekly membership meeting in November and be voted on early in December. The newly elected Board of Directors shall assume office at the first membership meeting in January.

4.4: Any Board member may be removed from office for failure to perform their duties or misconduct by a two-thirds vote of the members.

4.5: In the event of a vacancy on the Board, the remaining board members shall appoint a replacement to serve the remainder of the term.

Article V – Duties of the Board Officers

5.1 President

5.1.1: The President shall serve as the chief executive officer of the organization and preside over all meetings of the membership and the Board of Directors.

5.1.2: The President shall be responsible for overseeing the general management of the organization and ensuring that all resolutions of the Board are implemented.

5.1.3: The President shall represent the organization in public, ensuring the organization's goals and mission are communicated effectively.

5.1.4: The President has the authority to sign contracts or agreements on behalf of the organization, with prior approval of the Board.

5.1.5: The President shall have the power to appoint chairs of committees, with the approval of the Board, and serve as an ex-officio member of all committees.

5.2 Vice President

5.2.1: The Vice President shall assist the President in the discharge of their duties and preside over meetings in the President's absence.

5.2.2: In the event of the President's resignation, incapacity, or removal, the Vice President shall assume the duties of the President for the remainder of the term.

5.2.3: The Vice President shall oversee the organization's programs and events, ensuring they align with the mission and values of the organization.

5.2.4: The Vice President shall perform such other duties as may be prescribed by the Board or the President.

5.3 Secretary

5.3.1: The Secretary shall be responsible for recording the minutes of all meetings of the membership and the Board.

5.3.2: The Secretary shall maintain the official records of the organization, including but not

limited to minutes, bylaws, membership rosters, and any official correspondence.

5.3.3: The Secretary shall ensure that all notices of meetings are distributed to members in a timely manner, as required by these bylaws.

5.3.4: The Secretary shall be responsible for maintaining the organization's filing with the State of Washington and any other legal filings as necessary.

5.4 Treasurer

5.4.1: The Treasurer shall have custody of all funds of the organization and shall keep accurate records of receipts and expenditures.

5.4.2: The Treasurer shall deposit all funds in the organization's designated financial institutions and disburse funds as authorized by the Board.

5.4.3: The Treasurer shall present a financial report at each Board meeting and provide an annual financial report to the membership.

5.4.4: The Treasurer shall work with any committees responsible for fundraising or financial oversight to ensure proper management of the organization's finances.

5.4.5: The Treasurer shall file any required tax returns or financial reports as required by state and federal law.

5.5 Meeting Coordinator

5.5.1: The Meeting Coordinator shall be responsible for arranging and managing logistics for all regular and special meetings of the membership, including securing venues and ensuring proper meeting setup.

5.5.2: The Meeting Coordinator shall manage meeting attendance, ensuring that all members and guests sign in and are seated properly.

5.5.3: The Meeting Coordinator shall maintain order during meetings, ensuring that the rules of order are followed and that disruptions are minimized.

5.5.4: The Meeting Coordinator shall be responsible for ensuring the availability of any necessary equipment or materials for presentations and managing the distribution of materials at meetings.

5.5.5: The Meeting Coordinator shall enforce time limits for speakers, including guest presentations and member business presentations, as prescribed by the meeting agenda.

5.5.6: The Meeting Coordinator shall work with the Referral Coordinator to ensure that referral presentations are scheduled and appropriately managed.

5.5.7: The Meeting Coordinator shall assist in ensuring the physical security of the meeting space and maintaining the decorum of the proceedings.

5.6 Referral Coordinator

5.6.1: The Referral Coordinator shall oversee the tracking and reporting of referrals made by members, ensuring compliance with the referral submission requirements outlined in these bylaws.

5.6.2: The Referral Coordinator shall maintain records of all referrals submitted by members and provide regular reports to the Board and membership.

5.6.3: The Referral Coordinator shall ensure that members are reminded of referral submission deadlines and standards.

5.6.4: The Referral Coordinator shall assist in resolving any disputes related to referral submissions or expectations, working in coordination with the Board as necessary.

5.7 Membership Coordinator

5.7.1: The Membership Coordinator shall oversee all aspects of membership, including recruitment, onboarding, and retention of members.

5.7.2: The Membership Coordinator shall manage the prospective member process, including tracking attendance of potential members at meetings and coordinating their application.

5.7.3: The Membership Coordinator shall ensure that membership rosters are up-to-date and provide regular reports to the Board regarding membership status, including renewals, resignations, and new member approvals.

5.7.4: The Membership Coordinator shall assist the Board in addressing any member concerns or conflicts related to membership criteria or engagement.

5.7.5: The Membership Coordinator shall work closely with other Board members to ensure members are actively participating and adhering to the organization's values and requirements.

5.7.6 The Membership Coordinator shall schedule and update the 1 on 1 lunch meetings each month, for current members.

Article VI – Membership

6.1: Membership is open to individuals adhering to the values of the organization that are committed to exchanging referrals. Members may not hold concurrent membership in other exclusive seat referral organizations.

6.2: Only one representative from each business category may hold membership, ensuring no overlap or competition between members in the same industry or service area.

6.3: Prospective members must attend two meetings before they can apply for membership. After submitting their application, the applicant will give a three to five minute presentation to the membership at the next meeting. Following all presentations, members will vote on whether to accept each applicant. Applicants will be notified of the decision promptly.

6.4: Membership fees, as determined by the Board, are payable biannually. Failure to pay may result in termination of membership unless a special arrangement is approved by the Board.

6.5: Members in professions that require licensure, bonding, or insurance must be properly licensed, bonded, or insured as applicable. If their licensure, bond, or insurance status changes, they are required to inform the Board immediately.

Article VII – Meetings

7.1: Member meetings shall be held weekly at a time and place determined by a majority vote of the membership.

7.2: Members are expected to attend meetings regularly. Any member whose attendance falls below 70 percent in a given quarter will be notified via email by the Meeting Coordinator. If their attendance remains below 70 percent the following quarter, their membership may be terminated by a majority vote of the Board.

7.3: The Board of Directors shall hold regular meetings at least once per quarter.

7.4: Ad hoc board meetings between regular board meetings may be held as necessary to conduct time-sensitive business. A minimum of one week's notice must be provided to both the Board and the members, including the date and time of the in-person or teleconference meeting, as well as a summary of the business to be conducted.

Article VIII – Quorum

8.1: A quorum for the transaction of business at general membership meetings shall consist of half of the voting members.

8.2: A quorum for Board meetings shall consist of a two-thirds of the members of the Board.

8.3: If a quorum is not present, the meeting may continue for discussion purposes, but no binding votes shall be taken.

Article IX – Referral Reporting and Requirements

9.1: Referrals must be legitimate business opportunities, and members are responsible for verifying that the individual or company referred has expressed interest in being contacted by another member.

9.2: Members are required to respond to referrals within 24 hours.

9.3: Failure to meet referral submission or response requirements may result in a warning, followed by potential membership termination (by majority vote of the Board) after repeated offenses.

9.4: If a referral complains to the Board about the quality or professionalism of a member providing products or services to that referral, the member will be notified of the complaint by the President and be encouraged to address said complaint to the referral's satisfaction. If the referral remains unsatisfied, the President will note the situation. Repeated complaints against a member may result in termination of membership by a majority vote of the Board.

Article X – Committees

10.1: The Board may establish committees as necessary to support the mission and operations of the organization.

10.2: Each committee shall have a designated chair appointed by the President with approval from the Board.

10.3: Committees will report on their activities at each regular meeting or as requested by the Board.

10.4: Standing committees may include, but are not limited to, a Membership Committee, Ethics Committee, and Referral Tracking Committee.

Article XI – Conflict of Interest

11.1: Members of the Board and other members holding leadership positions shall disclose any potential conflicts of interest related to decisions under consideration.

11.2: Board members must abstain from voting on any matter where a conflict of interest is disclosed or known.

Article XII – Dissolution

12.1: Upon the dissolution of the organization, the Board shall, after paying or making provision for payment of all liabilities, distribute the remaining assets evenly amongst its members, or as required by law.

Article XIII – Amendments

13.1: These bylaws may be amended by a two-thirds majority vote of the members at any regular or special meeting, provided that the amendment has been submitted in writing to the membership at least 14 days prior to the meeting.