

QUALITY REFERRAL EXCHANGE

Rules and Regulations

Article 1: Name

This organization shall be known as the Quality Referral Exchange, and will have exclusive rights and privileges of membership, as determined by its members.

Article 2: Purpose

Section 1:

The Quality Referral Exchange is an organization dedicated to the prosperity and achievement of its members. Career enhancement will be achieved through the exchange of qualified business referrals and the sharing of information among members.

Section 2:

This Organization will have only one member per professional category. Subcategories may be allowed on the assumption that conflicts will not occur. The Board of Directors will have ultimate authority to settle any conflicts among category positions.

Section 3:

The Quality Referral Exchange seeks to provide qualified referrals or members. A referral is defined as contact and opportunity to do business from member to another, or when a member generates any contact that may provide business for another member. NO guarantees of referrals or revenue are implied or expressed by this organization or its members.

Article 3: Organization and Governance

Section 1:

The Quality Referral Exchange shall be governed by a Board of Directors, which shall consist of the Members. The terms Board of Directors and Membership shall be interchangeable.

Section 2:

The Board of Directors shall have control and management of the group's activities. They shall determine policies, discipline members, and supervise the affairs of the members.

Section 3:

The Board of Directors shall meet weekly. A quorum of the Board shall be necessary to conduct business. A quorum shall consist of at least ½ of the Board of Directors. Regular Business shall be conducted upon a majority vote of the Board of Directors. The President shall decide all tie votes.

Section 5:

Board members shall not be held legally liable for the proceedings or actions of any meeting, of the organization, or its individual members.

Article 4: Membership

Membership will consist of men and women of good character and community standing. As of April 1, 2019, entry requirements will be as follows:

A. Any business person without a known conflict may attend two Quality Referral Exchange meetings. Upon the presentment of an application for membership, at the next scheduled meeting, a vote of the membership shall be taken which will determine whether or not a candidate for membership will receive an invitation to join. If the candidate does not receive a majority vote from membership, the invitation will not be extended. If the candidate receives a majority vote, an invitation for membership will be sent the next business day.

Article 5: Termination of Membership

Section 1:

Members are required to do the following:

- A. Have a fellow member satisfy a business need whenever possible.
- B. Attend regular weekly meetings. An absence is excused by calling the President or Vice President 12 hours in advance of scheduled meetings, excused absence being the result of health, business or family emergency. A leave of absence may be granted by the Board of Directors.
- C. Attempt to recruit one new member in each year of membership.
- D. Provide 2 business referrals per month to any member.
- E. Pay all dues, fines and meal expenses.
- F. Conform to the rules and regulations of the Quality Referral Exchange.

Section 2:

The Board of Directors is authorized to suspend or expel any member for “good cause” as defined:

- A. Any failure or refusal to abide by the organization’s rules and regulations, including the duties set forth in Article 4, Section 1.
- B. Any behavior that brings the organization negative publicity within the community, or that violates the purpose and goals of the organization.
- C. Conviction of any felony, or crime of moral turpitude.
- D. Any conduct that causes public humiliation to a member or member’s business.
- E. For failure to regularly attend weekly meetings. Two consecutive unexcused absences or three total unexcused absences in a calendar quarter shall be deemed a violation of this Section. Irregular attendance, including excused absences, may be a violation of this Section as set forth in Article 4, Section 5, Paragraph B.
- F. For rendering services on a referred matter in an unprofessional manner.

Section 3:

- A. Suspension is defined as temporary removal of voting rights and privileges of membership. Such member that becomes suspended shall not be relieved from dues or assessments normally occurring during active membership.
- B. Expulsion is permanent termination of membership. Expulsion will not relieve anyone of liability for payments, dues and assessments to the organization.

Section 4:

- A. For violation of Article 5, Section 2, Paragraphs A-D, the expulsion process is as follows:
 - 1. A written complaint may be drafted by any member, or by the Vice-President (in case of improper attendance at regular meetings) and presented to the Board of Directors, and the President.

2. The President may then choose 3 members to interview the involved parties, to determine the severity of act, the circumstances surrounding the act, and the effect on the organization.

3. A hearing will be held within 30 days of the written complaint. Notice of such date will be sent to all parties by U.S. mail. Failure of the accused to attend this meeting will be considered consent to termination unless notice is give 7 days in advance. With one week's prior notice, a new hearing date will be established.

4. The Board of Directors of the Quality Referral Exchange will listen to the evidence at such hearing and determine a course of action. If a quorum of the Board of Directors fails to attend the hearing, the hearing must be postponed, and a new date set.

5. The hearing will be informal in nature and rules of civil and judicial proceedings need not be observed.

6. After the hearing, the Board of Directors shall determine whether to impose sanctions or dismiss the matter. Two-thirds of the Board members in attendance must agree on the verdict or the matter shall be dismissed

B. For violation of Article 5, Section 2, Paragraph E, the expulsion process is as follows:

1. For violation pertaining to unexcused absences, upon such event, the Vice President or Membership Chairperson shall send a letter to the member notifying said member of the violation of the attendance rule. If the member does not appear at the regularly scheduled weekly meeting, or has another unexcused absence within the following three months, the Board of Directors shall meet to determine whether to suspend or expel the member. A vote of two-thirds of the members of the Board of Directors in attendance shall be required in order to suspend or expel a member.

2. In the event that any member fails to attend three consecutive weekly meetings, whether excused or not, the Vice President or Membership Chairperson shall contact said member to determine the reason for the non-attendance, to stress to the member the importance of attending the weekly meetings and to determine the likelihood of the member's attendance at future weekly meetings. The contacting officer shall make a report of said conversation and deliver it to the President. If it appears from the report that the member will not be able to attend at least three of every four weekly meetings, or if, in fact, upon assurances of attendance, the member fails to attend three of the following four weekly meetings, then the President shall so notify the Board of Directors which, by two-

thirds vote of its membership, may elect to terminate or suspend the member or to grant the member a leave of absence.

Section 5:

- A. Neither the Quality Referral Exchange, or its Board of Directors, Officers, or members shall be held legally responsible for the rejection of any candidate for membership, or for the suspension or expulsion of any member.
- B. The following criteria may be used to evaluate each candidate for membership:
 - 1. Character;
 - 2. Professional reputation;
 - 3. Category of business/conflicts with current members;
 - 4. Business experience, training;
 - 5. Other professional clubs/associations that may conflict with goals of membership (i.e., other networking clubs);
 - 6. Multilevel marketing companies are not eligible for membership;
 - 7. The Quality Referral Exchange does not discriminate on the basis of race, age, religion, sex, or national origin.
- C. Overlaps of occupations may occur. In such cases, members may reject a membership candidate or restrict the type of business that he/she may be allowed to do within the Exchange. The Board of Directors will have the final authority over any such conflicts.
- D. A member shall pay a membership fee, dues, and meal costs, and hold only one membership category. Membership will be owned by the individual or company that pays the annual membership fee. Privileges of the membership shall be extended to members that are in good standing with the rules and regulations of this exchange, and have no debts to the organization of more than 3 months. If a member leaves the Quality Referral Exchange, all membership rights automatically terminate.
- E. An alternate may represent a member or that member's company.

- F. If an individual member changes the company or category that he/she works for, the altered membership will be subject to the approval of membership. (Article 4)
- G. Any member may resign from this organization provided that all indebtedness to the chapter has been paid. A resignation must be submitted in writing to the Board of Directors. Member and meal fees are non-refundable.

Article 6: Officers

Section 1:

The Officers of the Quality Referral Exchange shall consist of the President, Vice President, Secretary and Treasurer. These officers shall be elected annually by the membership. Officers may hold an office for not more two consecutive terms. If any office, other than the President, should become vacant during the year, the President shall appoint a good-standing member to fill such position until the next election takes place. If the office of President becomes vacant for any reason, the Vice President will become President and appoint a new Vice President. If the Vice President cannot or will not fill a vacancy of President, the Board of Directors shall appoint a new President.

Section 2:

The President shall preside over all meetings of the membership. He/she will also be an ex-officio member of all committees, and exercise general supervision over the organization. The President will chair the Board of Directors meetings and appoint Board members to any vacancy during the year. The President shall also appoint positions other than the elected officers. The President will perform all other tasks necessary to meet the objective and goals of the Quality Referral Exchange.

Section 3:

The Vice President shall call for necessary chairperson reports at membership meetings, and chair membership meetings in the absence of the President. The Vice President will also keep weekly attendance records, and notify the Secretary to send appropriate termination notices.

Section 4:

The Secretary shall maintain minutes of all the Board of Directors meetings and shall be responsible for the correspondence of the organization, as required by the officers and Board of Directors. The Secretary shall also retrieve and record referral forms at membership meetings.

Section 5:

The Treasurer shall keep and maintain records of all financial transactions of the organization. He/she will be responsible for the organization's bank account, billing and collecting meal fees two weeks before the end of each fiscal quarter. He/she will also be responsible for paying charges and other bills of the chapter.

Section 6:

Officers shall not be held liable for the actions of the organization.

Article 7: Election Procedures

Section 1:

The nomination of officers will occur in the first week of December. Members can nominate other members or self-nominate for any officer post. A secret-ballot election will occur at a scheduled meeting of the year. At this meeting, each nominee will be given 5 minutes to talk about their vision of the direction of the chamber. Voting shall not be cumulative. No voting by proxy. On election day, the Sergeant at Arms will distribute, collect and report the ballots to the President. The President will then report the results.

Section 2:

Only members in good standing will be eligible to vote. Alternates may not hold office, but may vote in the absence of the regular member.

Article 8: Committees and Chairpersons

Section 1:

The President shall appoint a Sergeant at Arms and Chairpersons.

Section 2:

The Sergeant at Arms will maintain order at weekly meetings, circulate the referral bin and remind members of professional fees.

Section 3:

The Membership Chairperson will explain the requirements of entering the chapter to prospective members. He/she will also serve as the primary liaison between candidates and the organization to be sure each candidate is receiving

proper follow-up. This person is also responsible for maintaining a good supply of business cards for each member in the card carrier.

Section 4:

The Social Chairperson shall be responsible for organizing socials on as least a semi-annual basis.

Section 5:

The Marketing Chairperson will compile information for a website. He/she will be responsible for assembling a cost effective marketing plan, and help in the assembly of such materials.

Section 6:

The History Chairperson shall compile a scrapbook of membership. He/she will also assist in publicity efforts.

Section 7:

The Membership Chairman shall be responsible for actively seeking new members for the organization.

Article 9: Meetings

The organization will hold regular weekly meetings on Thursday mornings at 8:00 AM, currently at the Family Restaurant in Painesville Township, Ohio. The place and time of these meetings will be determined by the Board of Directors. The meetings will feature a short commercial by each member and guest, and one 15-minute speaker from membership.

Article 10: Revenue

Section 1:

Each new member after April 1, 2019, shall pay a membership fee of \$95.00. On-going or renewable fees shall be \$100.00 per quarter payable the first day of each quarter. Renewal fees shall be subject to change by a vote of the Board.

Section 2:

The fiscal year of this organization will start April 1 and end March 31. The organization shall pay for coffee and juice at the breakfast meetings, otherwise members shall be responsible for their own breakfast costs.

Article 11: Organization

Section 1:

This organization is organized as a not-for-profit entity. The Quality Referral Exchange shall operate for the personal improvement of its members. Any income received shall be applied to nonprofit purposes of the organization. No income to organization shall benefit any member as an individual.

Section 2:

Any member or prospective member of the Quality Referral Exchange shall be deemed to have accepted these rules and regulations, and subsequent changes to them.

Section 3:

These articles may be amended by a 2/3 vote of membership. Such change must be first presented at the meeting and then scheduled at a subsequent membership meeting. At such meeting, 10 minutes will be taken for pro and con arguments, and then followed by a secret-ballot vote.