

# **G.R.O.W. REFFERAL GROUP**

## ***ORGANIZATION BY-LAWS OCTOBER 2011***

### **ARTICLE 1: NAME**

The group shall be known as G.R.O.W. (Great Referrals Open Windows).

### **ARTICLE 2: PURPOSE**

#### *Section 1*

G.R.O.W is an organization of dedicated professionals committed to the success of fellow members through the exchange of referrals and effective business practices. **Each business or professional occupation is represented by one member in each category.** Categories can be expanded at the discretion of the board and conversation with the affected member as described in Article 3, Section 1(c).

#### *Section 2*

A "referral" is defined as

- Contact between two members
- Contact between a member and a non-member that could potentially lead to a business transaction
- Member guest (potential member) attends meeting

#### *Section 3*

The goal is to expand each member's business contacts through the generation of referrals. No guarantees are implied or expressed with regard to generation of referrals, business, revenues, or related items.

### **ARTICLE 3: MEMBERSHIP AND CLASSIFICATIONS**

#### *Section 1*

- a Membership of G.R.O.W. shall consist of men and women of good character and community standing, residing or having other community interests within the area of the group.
- b G.R.O.W. is affiliated with the Southern Chester County Chamber of Commerce. Businesses seeking membership in G.R.O.W. must also be members of SCCCC.

- c G.R.O.W. encourages recruitment of new members. Before inviting a prospective member who represents a business category that is the same as or similar to an existing filled category, the referring member must first contact the Membership chair, who will verify with the current member representing the category in question that a conflict does not exist. The Membership chair will then respond to the referring member.

During social events, the President will direct guests to our business cards and website to view current open business categories.

- d Prospective members may attend three consecutive meetings and submit an application for membership to the Membership chair.
- e A membership vote for prospective members will be submitted by e-mail, where no response is an affirmative vote. A majority of no votes will reject an applicant. Each member is entitled to one vote. The Board of Directors, officers, or voting members of the group shall not be legally responsible for rejection of an applicant. The following criteria will be utilized to evaluate each applicant for membership:

- Category of business/relationships with current members
- SCCCC membership
- Professionalism
- Positive character reference
- Past business experience

G.R.O.W. does not discriminate on the basis of race, age, religion, sex, national origin or disability.

- f An alternate may represent a member if the alternate represents the same company or the company owns the membership.
- g A member shall pay the designated initial investment and such additional membership fees as determined by the organization. **Each member shall hold only one membership category.** The individual or the company that pays the fees shall own membership.
1. If the member leaves the group, all membership rights shall automatically terminate.
  2. If an individual member changes the company or category that he/she represents, members shall have the right to approve or deny the new company or category by vote as provided in Article 3, Section 1(e). A superseding application form must be submitted to G.R.O.W. for a member to change categories.

3. If a company owns the membership and changes members, the Board of Directors shall have the right to approve or deny the new member.

#### *Section 2*

Any member may resign from the group provided that all indebtedness has been paid. Membership fees paid are nonrefundable.

### **ARTICLE 4: TERMINATION OF MEMBERSHIP**

#### *Section 1*

Members are required to abide by the following:

- a Have a fellow member satisfy their business needs whenever possible.
- b Recruit one new member for the Organization each year.
- c Provide a minimum of one referral per month, with a goal of 24 referrals per year.
- d Attend a minimum of three meetings per quarter.
- e Conform to these Organization By-Laws and any subsequent modifications.
- f Maintain membership in SCCCC.

**Violation of the above may result in membership termination, expulsion, or forfeiture by direction of the Board of Directors.**

#### *Section 2*

Any member in arrears in payment of dues and/or other financial obligations, pursuant to Article 9, shall be suspended and shall be notified in writing by the Board of Directors. Such member, upon payment of dues or obligations, and upon making application for reinstatement to the Board of Directors, may be reinstated. If a member is not reinstated, the membership shall be terminated and such individual or company shall be notified in writing by the Secretary.

#### *Section 3*

The Board of Directors shall review the individual active membership based on the regular attendance at meetings and activities.

Any active member who, without cause, fails to regularly attend meetings or actively participate in activities, may be terminated or expelled at the discretion of the Board of Directors. Written notice of such action will be given to the member by the Board of Directors.

#### Section 4

The Board of Directors is authorized to suspend membership for up to one year or expel any member from the group for good cause.

a "Good cause" is defined as:

1. Any conduct that brings the group into public disrepute or violates the purpose for which the group is formed.
2. Any failure or refusal to abide by Organization By-Laws.
3. Inconsistent attendance, defined as less than three meetings per quarter, may result in a warning after the second quarter. Lack of compliance in the subsequent quarter may result in termination of membership.
4. Any failure or refusal to pay any assessments levied pursuant to the provisions of these Organization By-Laws.
5. Conviction of any felony or crime involving moral turpitude.
6. Any conduct that causes severe embarrassment, personally or in the business community, to any member, or causes a member public disrepute.
7. Misconduct or breach of the group's ethics of such a nature as to render a member's continued presence in the group detrimental to others.

b "Suspension" is defined as:

1. Termination of voting and other rights of the member. However, such member *shall not be relieved from liability for payment of dues and assessments* that fall due during the period of suspension.

c "Expulsion" is defined as:

1. Immediate and conclusive termination of membership. However, expulsion shall not relieve a member of any liability for payment of dues and assessments accrued prior to the expulsion hearing.

#### Section 5

Procedure for Expulsion: A written complaint will be presented to the Board of Directors. The Board will choose three members of the group to interview the parties involved and inform the Board of their findings in writing. Based on the report, the Board of Directors may institute expulsion proceedings.

- a The Board of Directors shall schedule the matter to be heard by the Board at a special meeting held not less than 10 days nor more than 40 days after the date the Board instituted expulsion proceedings.
- b A person appointed by the President shall deliver, at least 10 days prior to the date of the hearing, a notice of the time and place of the hearing, to the subject member either in person or by US mail addressed to the member at his/her address as it appears on the books of G.R.O.W. Should the appointed person fail or refuse to deliver notice to the subject member, such notice may be delivered by any other member of the organization.
- c The hearing shall take place at a special Board of Directors meeting, not less than 10 days after the notice has been delivered or deposited in the US mail. If a quorum of the Board of Directors fails to attend the special meeting, the matter shall be set for another special meeting. However, if a quorum of the Board of Directors fails to attend the second special meeting, the potential expulsion against the subject member shall be dismissed.
- d Notice of the Special Meeting and Notice of the Hearings shall be given to the Board of Directors. The hearing shall be informal and rules of evidence and rules of civil and judicial procedure need not be observed.
- e The hearing shall be presided over by the President who shall:
  - 1. Read the charges against the member.
  - 2. Require that the charges be verified by the testimony of the person or persons making the charges.
  - 3. Hear any other witnesses against the member.
  - 4. Allow the member to cross-examine each witness.
  - 5. Allow the member to make a statement on his/her own behalf.
  - 6. Allow the member to call witnesses on his/her own behalf.
  - 7. Allow the Board of Directors who are present to question witnesses.
  - 8. Rule on the admission and expulsion of evidence and on questions of the hearing procedure.
- f 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 of the discipline, the discipline shall be a private reprisal and no suspension or expulsion shall result. The vote imposing discipline or dismissing the matter shall in either event be final.

### *Section 6*

An expelled member shall not be eligible for re-admission.

### *Section 7*

All rights of the expelled member in the group or in its property shall cease upon their expulsion.

## **ARTICLE 5: OFFICERS**

### *Section 1*

The officers of the organization shall consist of a President, Vice President, Secretary, Membership chair, and Treasurer. The officers shall be appointed by the membership. Officers may hold an office for not more than two consecutive terms or until the successors are duly elected or appointed by these by-laws. In the event any office aside from the office of President becomes vacant for any reason, the vacancy shall be filled by appointment of the President. If the office of President becomes vacant for any reason, the vacancy shall be filled by special election.

### *Section 2*

The President shall serve as the Executive Officer of the organization, presiding at all meetings of the membership and performing duties that are ordinarily incumbent upon a President. These duties include, but are not limited to, the following:

- The President shall be an ex-officer member of all committees, and exercise general supervision over affairs and activities of the organization.
- The President shall chair all Board of Directors meetings and shall appoint persons to positions not filled.
- The President shall oversee responsibilities of the remaining Board of Directors members and handle any guest conflicts at membership meetings.
- The President shall send an agenda to members at least one week before the next scheduled meeting.
- The President shall be responsible for responding to email from the G.R.O.W. website.
- The President shall ensure that adherence to the meeting agenda is followed.

### *Section 3*

The Vice President shall call for chairperson reports at membership meetings and chair membership meetings in the absence of the President. The Vice President shall also keep attendance records. The Vice President shall perform such other duties as are ordinarily incumbent upon the Vice President and

other such duties as may be assigned by the President or the Board of Directors.

#### *Section 4*

The Secretary shall keep and maintain the minutes of all Board of Director meetings and shall also perform such duties that are ordinarily incumbent upon a Secretary.

These duties include, but are not limited to, the following:

- The Secretary shall be responsible for all correspondence of the organization as required by the President, Vice President, or Board of Directors.
- The Secretary shall supply and retrieve referral forms at each membership meeting, explain the referral forms and the definition of a referral, and provide members with a monthly report of referrals given.
- The Secretary shall be responsible for updating the G.R.O.W. website, including event dates, profile additions and updates, and speaker schedules.

#### *Section 5*

The Treasurer shall keep and maintain records of all financial actions of the organization including, but not limited to, opening a bank account for the organization, billing quarterly meal fees two weeks before the end of each fiscal quarter and collecting fees by the first regular meeting of the quarter, paying charges and other bills of the organization, including social events. The Treasurer shall also perform such duties that are ordinarily incumbent upon a Treasurer.

#### *Section 6*

The Membership Chairperson shall explain to guests the number of meetings they may attend and the cost of joining G.R.O.W. The Membership chair will ascertain that a business category is not filled by a current member as described in Article 3, Section 1(c) and follow up with guests (via email or letter) to thank them for attending and let them know the chairperson is their point of contact for any questions or concerns. The Membership chair may visit prospective members to interview and report findings to the organization prior to voting on membership. The Membership chair shall also contact the potential member with the results of their application.

#### *Section 7*

The term of the officers July 1 to June 30.

#### *Section 8*

Officers shall not be held legally responsible for actions of the organization.

## **ARTICLE 6: DIRECTORS**

### *Section 1*

G.R.O.W. shall be governed by a Board of Directors. Any President, elected officer, director, or committee person may be removed by the Board of Directors.

### *Section 2*

The Board of Directors shall consist of the President, the past Presidents, the Vice President, the Secretary, the Treasurer, and the Membership Chairperson. The President shall preside over the Board of Directors and be the Chairperson of the Board. In the event of a vacancy on the Board of Directors, when such vacancy has been filled, the 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.

### *Section 3*

The Board of Directors shall have control and management of the organization's activities, disciplining members, and generally supervising the affairs of the organization.

### *Section 4*

The Board of Directors shall meet at least quarterly. A majority of the Board of Directors is needed for the transaction of business. Board meetings may be held at the request of any Board Member, subject to availability of Board Members.

### *Section 5*

A quorum of the Board of Directors at any meeting shall consist of a majority of the directors then in office, except that:

- If there is an even number of directors then in office, one half of the directors shall constitute a quorum and
- A majority of the directors present at a meeting duly held, whether or not a quorum is present, may adjourn the meeting from time to time.

If any meeting is adjourned, notice of adjournment need not be given if the time and place to which the meeting is adjourned are fixed and announced at the meeting. At each meeting of the Board of Directors, at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Organization By-Laws.

### *Section 6*

Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with affirmative vote or approval of, and in a writing or writings signed by, all of the directors, which

writing or writings shall be filed with or entered upon the records of the organization.

*Section 7*

Board Members shall not be held legally responsible for actions of the organization.

**ARTICLE 7: ELECTION PROCEDURE**

*Section 1*

After the first full year of the organization's existence, the election of the Officers/Board Members shall be held at the first regular meeting in May of each year and the new Officers/Board Members will assume their responsibilities at the first regular meeting in July.

*Section 2*

The voting shall be by ballot and shall be cumulative. There shall be no voting by proxy.

*Section 3*

Once the general membership of the organization exceeds 15 members, the President shall appoint a nominating committee at the last regular meeting in March. The nominating committee shall consist of three G.R.O.W. members. The President shall designate a Chairperson for this committee. The duties of the committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of such officers. Nominees for Officers/Board Members consist of at least one each for Vice President, Secretary, Treasurer, and Membership Chair.

*Section 4*

At the first regular meeting in April, the nominating committee shall submit a list of nominees. No President will be nominated; the current Vice-President/President-elect will assume that role. If the nominating committee has concerns about the Vice-President/President-elect's ability to rise to President in July, at least two nominees for Vice-President/President-elect will be nominated by the committee.

At the second regular meeting in April, open nominations of the membership may be made for any office and submitted with the list generated by the nominating committee. The list of nominees shall then be submitted to the organization for an election of Officers and Board Members.

*Section 5*

On Election Day, the President shall appoint one member who, in conjunction with the Secretary, will distribute, collect, and count the ballots and report the results to the President, who shall announce the results to the members. A

majority of the votes cast is necessary to determine election of an Officer/Board Member.

In the event that no candidate for a particular office or board member position receives a majority vote, the President shall designate a time and place for further balloting for such office/position. Prior to the second ballot, the nominee with the lowest vote on the first ballot shall be eliminated from the second ballot. The same procedure shall be followed until one nominee receives a majority of all votes cast.

#### *Section 6*

Alternates may not hold office, but may vote if regular member is absent.

### **ARTICLE 8: MEETINGS**

#### *Section 1*

The organization shall hold meetings starting at consistent times for breakfast or lunch. Networking socials may replace the regularly scheduled meeting. The Board shall determine the date and place of such meetings.

A typical meeting agenda follows:

- 7:45 Networking
- 8:00 Welcome (mission statement, heard on the street, referrals/testimonials)
- 8:10 First speaker presentation and questions (20 minutes max)
- 8:30 Second presentation and questions (10 minutes max)
- 8:40 Guest introductions and infomercials (30 seconds per person)

#### *Section 2*

Members are required to sign the attendance sheet at each meeting.

### **ARTICLE 9: REVENUE**

#### *Section 1*

Each new member of the organization shall pay a membership fee. The payment of this fee shall be a prerequisite for admission. It must be paid prior to becoming a member. The membership fee is non-refundable unless the applicant is refused membership, or at the discretion of the Board of Directors.

#### *Section 2*

A member shall be regarded in good standing if he/she is not more than thirty days in arrears on payment of indebtedness.

*Section 3*

The fiscal year of the Chapter is from July 1 to June 30.

*Section 4:*

Meal fees will be due quarterly. The current President and Treasurer will have access to the G.R.O.W. bank account and will transfer signatory and online access responsibilities to elected officials before the new term begins.

**ARTICLE 10: COMMITTEE AND CHAIRPERSONS**

*Section 1*

The Board shall determine the number and purpose of all committees necessary to achieve the objectives and purposes of the organization.

*Section 2*

The President shall, immediately following the election, appoint the Chairpersons and members of all committees, and shall announce such appointments not later than the first meeting after the first of the fiscal year.

*Section 3*

The Activities Chairperson shall be responsible for organizing socials as determined by the organization and compile information appropriate for invitations. The Activities chair shall also be the liaison between G.R.O.W. and SCCCC and shall provide activity information to SCCCC for inclusion on their website.

*Section 4*

The Program Chairperson shall assign and maintain a list of speakers for at least 6 months in advance. After the election, the current and elected Program chairs will create the schedule for the first half of the upcoming term.

In the event a speaker is unable to attend his/her scheduled speaking engagement, the Program chair is responsible for filling such time with various activities such as guest speakers or member discussions.

The Program chair shall send an email reminder to both scheduled speakers at least 1 week prior to their presentations and shall keep time during the presentations. If the Program chair is not in attendance, another board member will keep time.