

**BYLAWS**  
**OF**  
**BUSINESS TO BUSINESS CONNECTION**  
**OF**  
**SAN DIEGO**

**ARTICLE I - NAME**

**Section 1:** This organization shall be known as Business to Business Connection of San Diego and shall use such name as long as its members consent to such use.

**ARTICLE II - PURPOSE**

**Section 1:** Business to Business Connection of San Diego is an organization of business persons dedicated to the ideals of bettering their respective careers through the interchange of business activities, professional contacts, and leads. Each occupational category is represented by one member and conflicts of interest are not allowed.

**Section 2:** A “lead” is a contact between two members or when one member generates a contact between another member and a non-member, which contact could potentially lead to a business transaction.

**Section 3:** The basic goal of this organization is to expand the business contacts of the membership.

**Section 4:** This organization shall not be used in any way for political or religious purposes nor shall it actively participate in the political candidacy of any person or cause.

**ARTICLE III - MEMBERSHIP AND CLASSIFICATION**

**Section 1:** The membership of this organization shall consist of individuals and businesses of good character and community standing and those who have complied with the requirements determined by the Board of Directors (the “Board”), and who have properly presented themselves for membership in accordance with procedures determined by the Board.

(a) The membership of this organization shall be composed of the occupations listed on the occupation category list attached to these bylaws. A member may only control one of these occupations or professions.

(b) Prospective members can attend no more than two meetings before they must submit an application to the Membership Chairperson with payment for membership dues. Prospective members shall attend a third meeting and give a three (3) minute presentation on why they would be an asset to the organization. A written membership vote will be taken at that meeting. Three no votes shall be sufficient to deny an applicant membership, unless there are more than thirty (30) members in the organization. If there are more than thirty (30) members, then the actual number of members shall be computed at the beginning of the meeting in which the vote is taken. Ten percent (10%) of that number shall be required to vote no to deny the applicant membership. The only exception to the accepting of the no votes as final, is when the Board decides, in a quorum vote, that the no votes were for the purpose of keeping a prospective member out for the purpose of saving an occupation category for a member who is not holding that category, or for any type of religious, racial, sexual or other bias.

(c) Speak-off: If two people apply for the same category, a speak-off will occur. A five-minute

presentation by each person will be required at a meeting. Ballots will be distributed and the person receiving the majority of the votes will become the member. Inspections and membership checks must be completed prior to the speak-off.

(d) Membership is owned by the individual or the business which pays the initial membership fee and annual renewal fees. If the individual or the business leaves the organization their membership is terminated.

(i) An individual member may change the business company or category which they represent or own, subject to the approval of the Board. A business may change its member, subject to the approval of the Board.

(ii) Company memberships are terminated if the company is sold. Membership is not transferable to the new owner. The new owner must apply for membership and pay the organization's membership fee.

(e) An alternate may represent an individual member up to six (6) times per year if the alternate represents the same business. An alternate may represent the member for no more than two consecutive meetings. The alternate cannot hold any office or committee positions and has no voting rights. Individual memberships are nontransferable and cannot be sold.

(f) Occasionally, a slight overlap of occupations will occur and conflicts of interest become apparent. In case of a conflict, the proposed member shall write a letter outlining how he or she will represent the organization. The Board must then approve the membership.

**Section 2:** Membership in this organization shall be of the active and emeritus classes only.

(a) The Board has the right to extend a 'Leave of Absence' to a member who is in compliance with attendance, leads, and current dues obligations. The member shall prepay dues as applied for the period of leave requested. A majority vote by the Board, after reviewing the member's participation, in the affirmative is required. A 'Leave of Absence' may be requested for vacation, illness, accident, personal reasons. A 'Leave of Absence' can be for up to one calendar month, and may be extended by the Board.

**Section 3. Emeritus Status:** Emeritus status gives a former member or current member the ability to remain as part of the organization as a non-voting member. The Board, at the request of member requesting Emeritus status shall determine if he or she will be on a non-referral receiving status or not. Emeritus status relieves the person granted this status the responsibility of providing leads, but does not prohibit or stop that person from providing leads. A person granted Emeritus status will continue to pay dues so as to be eligible for breakfast and organization functions. The occupation or business of the person with Emeritus status will be opened for a new member. A person with Emeritus status will be listed in the organization's directory and website with his or her title only. Attendance will not be mandatory for a person with Emeritus status. However, Emeritus status will be revoked if the person in that status misses or has 6 unexcused meetings in a row. Emeritus status will be revoked if the person in that status fails to pay his or her dues or obligations in a timely fashion after notice of the same. A person having an Emeritus status may resign in writing at any time, however, any paid membership fee is nonrefundable. The Board has the right to terminate the Emeritus status of any person, without cause at any time by doing so in writing. In such even the Board shall also determine if the person is entitled to a refund of all or a part of any paid membership fee.

**Section 4:** A member may resign from this organization. The resignation shall be submitted to the Board and shall become effective when accepted by the Board. Any paid membership fee is nonrefundable.

**Section 5:** A member is required to sign and abide by the following "Commitments," as set forth in the Membership Application:

(a) A member shall support each member in the organization.

(b) A member shall work full time in their occupation or profession.

(c) If a member or the member's alternate misses two (2) consecutive un-excused meetings, or four (4) meetings in a calendar quarter, excused or not, membership may be terminated. If a member arrives late to a meeting, fifteen (15) minutes after a meeting starts, it will be treated as an excused meeting for attendance purposes.

(d) A member agrees to act and dress appropriately for his or her occupation or profession.

(e) A member is asked to extend loyalty by the other members in the form of leads.

(f) A member will attempt to provide a minimum of two (2) leads per month to other members.

(g) Membership may be terminated because of a member's lack of attendance or lack of leads given.

(h) A member agrees to invite guests to meetings and to encourage them to join.

**Section 6:** If a resigned member requests readmission to the organization, the Board shall first consider the request and have the right to reasonably deny the request. If the Board approves the request for readmission, it shall present the request of the resigned member to the membership of the organization. The resigned member shall give a presentation and be approved by the membership of the organization by a written membership vote pursuant to Section 1(b) of this Article III. If requested by the resigned member, and if the resigned member was in good standing at the time of resignation, and is approved by a written vote of the membership, and requests readmission within one (1) year of resignation, the Board may waive the membership fee required by Article IX Section 1.

#### **ARTICLE IV - TERMINATION OF MEMBERSHIP**

**Section 1:** Membership of any member may be terminated on the happening of any of the following events:

(a) The member's death or resignation.

(b) The failure of the member to participate in the activities of the organization.

(c) The failure of the member to pay his or her dues or obligations in a timely fashion after notice of the same.

(d) The member's violation of the organization's Code of Ethics.

**Section 2:** Code of Ethics. The Board may suspend a member, for a period not to exceed one (1) year, or expel a member, for "Good Cause" as defined below.

(a) "Good Cause," as used in this Section, means:

(1) Any conduct that brings the organization into public disrepute or violates the purpose for which this organization is formed.

(2) Any willful failure or refusal to abide by the organization's bylaws or rules.

(3) Any willful failure or refusal to pay any assessment or fine levied by the Board or pursuant to these bylaws.

(4) Conviction of any felony or crime involving moral turpitude.

(5) Any conduct unbecoming a professional person or which causes severe embarrassment, either personally or in the business community, to any other member.

(6) Engaging in personal or professional misconduct or a breach of the Code of Ethics of this organization of such a serious nature as to render his or her continued presence as a member of the organization personally or professionally offensive or detrimental to the other members of the organization.

(7) Any willful failure or refusal to pay any validly due and owing debt to the organization or to any member of the organization.

**Section 3:** On a determination by the Directors that one or more of these events (other than the member's death or resignation) has occurred, and that the member should be expelled or suspended, or his or her membership terminated or suspended, the following shall occur:

(a) A minimum of fifteen (15) days prior notice of the expulsion, suspension or termination and the reasons therefore shall be given to the member. If the member does not pay the dues or otherwise contact the organization within ten (10) days of the notice to protest the removal, the member shall be removed from the organization's membership list.

(b) If the member files a timely protest, the member shall be given an additional five (5) days to present a written explanation/objection or request a hearing for presentation to the Board. Thereafter, the Board shall consider the written explanation/objection or argument at a hearing prior to making a final decision whether or not the member shall be removed. The Board shall notify the member of its decision.

(c) All notices required under this section shall be given by first-class or registered mail, sent to the last address of the member, as shown on the organization's records.

(d) For suspensions, all voting and other rights of the member during the term of the member's suspension are terminated, provided, however, that such member shall not be relieved of any liability for payment of dues or assessments falling due or levied during the period of such suspension.

(e) On expulsion, the membership of the member in this organization is immediately and conclusively terminated, provided, however, that such member shall not be relieved of any liability for payment of dues and assessments accruing prior to the hearing on the charge against him or her as herein provided.

**Section 4:** An expelled member shall not be eligible for readmission to the organization.

## ARTICLE V - OFFICERS

**Section 1:** The officers of this organization are President, Vice President, Secretary and Treasurer, who shall be elected annually. In the event any office becomes vacant the vacancy shall be filled forthwith by the Board.

**Section 2:** The President shall serve as the executive officer of the organization, preside at all meetings of the membership and Board, and be an ex officio member of all committees. Subject to the control of the Board, the President shall exercise general supervision, direction, and control of the officers and over the activities and affairs

of the organization, and perform such other duties as are ordinarily incumbent upon a President, and report to the Board.

**Section 3:** The Vice-President shall perform such duties that are ordinarily incumbent upon the Vice President and such other duties as may be assigned by the President. In the absence or disability of the President, the Vice President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as from time to time may be prescribed for him or her by the Board or the bylaws. The Vice President shall take attendance at each meeting and promote full attendance at all meetings. The Vice President shall personally communicate with members whose attendance is unsatisfactory for the purpose of improving said member's attendance record.

**Section 4:** The Secretary shall keep and maintain the minutes of the meetings of the Board and membership meetings, shall conduct all correspondence as may be required by the President or Board and shall generally perform such duties that are ordinarily incumbent upon a Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these bylaws or by law to be given and shall have other powers and perform other duties as prescribed by the Board. The Secretary shall keep or cause to be kept a membership register or a duplicated membership register, showing the names of the members and their addresses.

**Section 5:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the organization which shall include all records of membership initiation fees, dues, fines and all monies collected and disbursed. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the organization with depositories designated by the Board. The Treasurer shall disburse the funds of the organization as may be ordered by the Board, and shall have other powers and perform other duties as may be prescribed by the Board. The Treasurer shall prepare quarterly and annual statements for the organization and generally perform such duties that are ordinarily incumbent upon a Treasurer.

**Section 6:** Any officer may resign effective on giving written notice to the Board, the President, or the Secretary. The Board may declare a vacancy or vacancies in any office in case of the death, resignation or removal of any officer, if an officer has been declared of unsound mind by a final order of court, or if an officer has been convicted of a felony, or has been removed as a member of this organization.

**Section 7:** Any officer may be removed, either with or without cause, by a majority vote of the Directors, at any regular or special meeting of the Board. An officer may also be removed from office if any of the following has been found to have occurred:

- (a) The officer misses three (3) or more consecutive Board meetings or five (5) meetings in a calendar year without excuse.
- (b) A conflict of interest is found to exist between the officer and the organization.
- (c) The officer is found to have engaged in activities that are directly contrary to the interests of the organization.
- (d) The officer is found to be engaged in the misrepresentation of the organization and its policies to outside third parties, either willfully, or on a repeated basis.

**Section 8:** The Board may appoint, and may empower the President to appoint, other officers as the business of the organization may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the bylaws or as the Board may from time to time determine.

**Section 9:** In the case of absence or inability to act of any officer of the organization and of any person herein authorized to act in his or her place, the Board may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1:** The Board shall consist of the President, past President, Vice President, Secretary, Treasurer and two Members at Large to be elected by the membership, all of whom shall have the right to vote. The President shall preside over the Board. In the event of a directorship becoming vacant, the vacancy shall be filled by the Board, in accordance with these bylaws, and 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.

**Section 2:** Subject to limitations of these bylaws and the laws of the State of California, all the activities and affairs of the organization shall be exercised by or under the direction of the Board. The Board shall without prejudice to these general powers, but subject to the same limitations, have the following powers in addition to the other powers enumerated in these bylaws:

(a) To have control and management of the organization's activities, determine all policies, discipline members, and generally supervise the affairs of the organization.

(b) To select and remove any officer, agent, or employee of the organization, prescribe duties for them as may not be inconsistent with the law or with these bylaws, and fix the terms of their offices.

(c) To make disbursements from the funds and properties of this organization as are required to fulfill the purposes of this organization and generally to conduct, manage, and control the activities and affairs of the organization, and to make rules and regulations not inconsistent with the law or with these bylaws, as they deem best.

**Section 3:** The Board shall meet the first week of each month on the day prior to the weekly meeting day. A majority of the Board shall constitute a quorum for the transaction of business. A majority vote of those present (quorum required) shall be necessary to give effect to any action of the Board.

**Section 4:** Any Director may resign effective on giving written notice to the President or the Secretary. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, has been removed as a member of this organization.

**Section 5:** A Director may be removed from office if any of the following has been found to have occurred:

(a) The Director missed three (3) or more consecutive Board meetings or five (5) meetings in a calendar year without cause.

(b) A conflict of interest is found to exist between the Director and the organization.

(c) The Director is found to have engaged in activities that are directly contrary to the interests of the organization.

(d) The Director is found to be engaged in the misrepresentation of the organization and its policies to outside third parties, either willfully, or on a repeated basis.

**Section 6:** Special meetings of the Board may be called at any time by order of the President, any Vice

President, the Secretary, or of two (2) or more of the Directors.

**Section 7:** Special meetings of the Board shall be held on four (4) days notice by first class mail or a forty-eight (48) hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the organization, or as may have been given to the organization by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

**Section 8:** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

**Section 9:** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization for a purpose reasonably related to the person's interest as a Director.

**Section 10:** Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Directors and reimbursement for expenses as may be fixed or determined by the Board.

## **ARTICLE VII - ELECTION PROCEDURE**

**Section 1:** The election of officers and directors shall be held at a regular membership meeting prior to May 15<sup>th</sup> and November 15<sup>th</sup> of each year. The President, Secretary, and one Member at Large shall be elected at the May 15<sup>th</sup> meeting, and shall take office on July 1<sup>st</sup>. The Vice President, Treasurer and one Member at large shall be elected at the November 15<sup>th</sup> meeting, and shall take office on January 1<sup>st</sup>.

**Section 2:** Voting shall be by written or absentee ballot and shall not be cumulative. There shall be no voting by proxy ballot.

**Section 3:** At least six (6) weeks prior to the date of any meeting, the President shall appoint a Nominating Committee. This committee shall consist of at least three (3) members, excluding members of Board. The President shall designate the chairperson of this committee. The duties of this committee shall be to make nominations, with consent of those nominated, and to prepare a ballot for the election of officers.

**Section 4:** At least three (3) weeks before any election, the Nominating Committee shall submit a list of nominees. At least two (2) weeks before any election, nominations from the floor of a regular meeting of the organization may be made for any office and when so made shall be added to the list submitted by the Nominating Committee and shall then be the list of nominees submitted to the organization for the election of officers.

**Section 5:** On the election day, the President or the President's appointee shall distribute, collect, and count the ballots, and the President shall announce the results to the organization. A majority of all votes cast shall be necessary to determine the choice of any officer to be elected. In the event that any ballot does not show a majority for any nominee for any particular office, the President shall immediately designate a time and place for further balloting for such office.

**Section 6:** In the case of a vacancy in the office of President, the Vice-President shall succeed to the office. In the case of a vacancy in the office of the Vice President, Treasurer, Secretary, or other Board members, the Board

shall fill the vacancy.

**Section 7:** In the event, after election and prior to installation, of disability or inability of an officer-elect, to serve or in the event such officer-elect is removed as a member pursuant to these bylaws, the Board shall fill the vacancy.

**Section 8:** Only members in good standing shall be eligible to hold office and vote.

## ARTICLE VIII - MEETINGS

**Section 1:** Notwithstanding anything to the contrary in these bylaws, any meeting whether regular, special, or adjourned of the members of this organization may be held at any place within or without California which has been designated by the Board. This organization shall hold weekly meetings starting at fifteen (15) minutes past the hour designated by the Board on such day and place as shall be determined by the Board. The meeting shall feature members as Speakers, Greeter and Showboaters. Problems or complaints will not be aired at these meetings, but will be referred to the Board. The organization may hold such other meetings as the Board may desire. The weekly breakfast meetings shall end at seventy-five (75) minutes after the start of the meeting, except on special occasions as approved by the Board.

**Section 2:** Name tags shall be worn at all weekly meetings.

**Section 3:** Special meetings of the members may be called at any time by order of the President, the Vice President, the Secretary, or two (2) or more members of the Board.

**Section 4:** Written notice of special meetings of members shall be given personally or by mailing by first class, registered, or certified mail, to each member, at his or her last known address, postage prepaid, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting. Notice of any special meeting of members shall specify the place, the day, and the hour of meeting, and the general nature of the business to be transacted.

**Section 5:** At all meetings of the members, whether regular, special or adjourned, the presence in person or by ballot of a majority of the members shall constitute a quorum for the transaction of business.

**Section 6:** Action Without Meeting/Ballots:

(a) Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) are satisfied.

(b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

**Section 7:** Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.



**Section 8:** Only persons whose names stand on the membership records of the organization on the day of any meeting of members, shall be entitled to vote at the meeting. Every member entitled to vote at any election for Directors shall be entitled to one vote.

**Section 9:** Proxies are not allowed.

## **ARTICLE IX - MEMBERSHIP FEES**

**Section 1:** Each new member of the organization shall pay a membership fee as set by the Board. The payment of said fee is a prerequisite to admission to membership, payable prior to becoming a member. Membership fees are nonrefundable unless applicant is denied membership.

**Section 2:** Renewal fees shall be due quarterly, on the first day of the first, fourth, seventh and tenth calendar month (January, April, July and October). Renewal fees may also be paid annually on the first month of the calendar year.

**Section 3:** A member shall be regarded in good standing if he or she is not more than thirty (30) days in arrears in payment of any indebtedness.

**Section 4:** Quarterly organization fees shall be set by the Board and shall be used for the payment of meals and/or facility rental fees.

## **ARTICLE XI - COMMITTEES**

**Section 1:** The Board shall determine the number and purpose of all special and standing committees necessary to achieve the objectives and purposes of this organization.

**Section 2:** The President shall, immediately following his or her election, appoint a Sergeant-at-Arms, the chairpersons of all committees, and shall announce such appointments not later than thirty (30) days following his or her election.

**Section 3:** The Social Committee shall promote at least three (3) events per year. A social event may replace a weekly breakfast meeting.

**Section 4:** The Ethics Committee shall be appointed by the President and shall be composed of three (3) active members who are not members of the Board.

(a) The Ethics Committee shall review all violations of the 'Good Cause' provisions of these bylaws. Any alleged violations of the 'Good Cause' provisions shall be in writing, and addressed to the Chairperson of the Ethics Committee, unless the Chairperson is the alleged violator, in which case the writing shall be addressed to the President. The Chairperson of the Ethics Committee shall forward a copy of the written complaint to the President, immediately upon its receipt.

(b) If the Chairperson of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary chairperson to hear, with the other two (2) members of the committee, the alleged violation.

(c) The result of the committee's investigation of the alleged violation shall be submitted to the President and Board in writing, not later than ten (10) days after the completion of their investigation. If the alleged violator is the President, the result shall be submitted to the Vice President.

(d) Upon receipt of the committee's investigation report, the President, or the Vice President, as the case may be, shall immediately call a meeting of the Board. The Board meeting, as called (quorum required) shall be conducted in accordance with the rules and regulations of the organization. Each member of the Board, and the alleged violator, shall be given a complete and up to date copy of the rules and regulations of the organization. The vote of the Board shall be final and binding.

**Section 5:** The Program Committee shall designate members as Showboaters, Greeters, and Speakers.

**Section 6:** The Leadmaster shall provide standard Business to Business Connection lead forms to be used by the members. The Leadmaster shall keep a record of and report on all leads generated and received by each member.

**Section 7:** The Publicity Committee shall promote the organization's activities. The Publicity Chairperson shall attend regular Board meetings, but may not vote as a member of the Board.

### **ARTICLE XIII - OTHER PROVISIONS**

**Section 1:** Any person who is proposed and accepted for membership in this organization shall be deemed to have accepted these bylaws and any subsequent changes, and shall be bound by them in all respects.

**Section 2:** All checks, drafts, demands for money and notes of the organization, and all written contracts of the organization shall be signed by the officer or officers, agent or agents, as the Board may from time to time by resolution designate. Unless so authorized by the Board no officer, agent, or employee of the organization shall have any power or authority to bind the organization by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 3:** The Board shall determine a schedule of fines and rewards for the organization.

### **ARTICLE IX. INDEMNIFICATION**

**Section 1:** The organization shall, to the maximum extent permitted by the California Law, have the power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the organization, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an "agent" of the organization includes any person who is or was a director, officer, employee, or other agent of the organization, or other enterprise, or was a director, officer, employee, or agent of a organization which was a predecessor organization of the organization or of another enterprise serving at the request of such predecessor organization.

### **ARTICLE X. RECORDS AND REPORTS**

**Section 1:** The organization shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board from time to time.

**Section 2:** The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this organization shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members meeting. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the organization.

**Section 3:** The original or a copy of these bylaws, as amended or otherwise altered to date, certified by the

Secretary, shall be open to inspection by the members and Directors of the organization at all reasonable times.

## ARTICLE XIV - AMENDMENTS

**Section 1:** These bylaws may be amended by repeal and new and additional bylaws may be made from time to time at any time by a majority of the members or by the written assent of the members. Subject to right of the members to amend or repeal, these bylaws (other than a by-law or amendment of a by-law changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these bylaws. Written notice of any proposed new or additional amendment shall be given to the members at least two (2) weeks prior to the meeting proposed for voting on the amendment.

**Section 2:** Whenever an amendment or new by-law is adopted, it shall be copied in the Book of Minutes with the original bylaws, in the appropriate place. If any by-law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

### Certificate of Secretary

I, the undersigned, being the Secretary of Business to Business Connection of San Diego, hereby certify that the above bylaws consisting of eleven (11) pages were adopted as the bylaws of this organization pursuant to the majority vote of the Members at a regular weekly meeting, effective January 1, 2001. These bylaws are, as of the date of this certification, the duly adopted and existing bylaws of this organization.

IN WITNESS WHEREOF, I have set my hand this 4th day of January, 2001.

/s/ Debbie Howe  
Secretary

### AMENDMENTS TO BYLAWS

- 2009-01 Per direction of the Board and unanimous approval at the 1/08/2009 Breakfast meeting, Article IX, Section 2 was amended to allow the renewal fees to be paid either with quarterly dues or at the beginning of the calendar year. [Submitted by Kristi Ogden, Secretary]
- 2009-06 Per direction of the Board and unanimous approval at the 06/18/2009 Breakfast meeting, Article III, Section 2 was modified to include a new Emeritus member status. A new Section 3 was added describing the terms and conditions for an Emeritus member. [Submitted by Kristi Ogden, Secretary]
- 2010-09 Per direction of the Board and unanimous approval at the 09/02/2010 Breakfast meeting, Article III, Section 6 was added providing for Board review and approval of returning members and the option to waive the membership fee if re-admission is requested within one (1) year. [Submitted by Kristi Ogden, Secretary]