

**BY-LAWS
OF
SAN DIEGO REFERRALS, INC.**

A California Corporation

FIRST RESTATEMENT/ NOVEMBER 2007

Last Date Amended: April 13, 2018, May 4, 2022 and July 9, 2024

ARTICLE I

PURPOSE

The stated purpose of San Diego Referrals, Inc. (hereinafter "the Corporation") is to foster the interchange of business between the Corporation's members in a collegial format. The Corporation is intended to be an organization of businesspeople desirous of bettering their respective businesses through the exchange of information, ideas, and opportunities within a social organization and as a for-profit corporation.

MEETINGS

Regular meetings of the general Membership ~~shall take place~~ occur weekly on ~~each Thursday morning at the place~~ a day determined by the Directors/Officers of the Corporation. The meeting shall place shall open no later than 6:45 a.m. and the meeting shall commence at 7:11 a.m. Regular meetings shall not be held ~~on the date~~ during the week of any Social, nor ~~on Thanksgiving Day~~ on any week of a holiday as determined in advance by the Directors/Officers, nor during the second half of the month of December. [Amended 07/09/24]

ARTICLE II

MEMBERSHIP

Section 1. Membership

Membership shall be comprised of women and men engaged in full time business occupations who are admitted to membership in accordance with the provisions of the By-Laws. There shall be only one class of membership. The Corporation has the express policy of diversity, and no membership application shall be denied on the basis race, creed, color, religious belief, sex, or sexual orientation.

Section 2. Application for Membership

Any person may apply for membership ["Applicant"] in the Corporation under the following terms, conditions, and provisions:

[a] **Occupation.** Membership admission is based upon the full-time business occupation practiced by the Applicant. The Corporation has a one occupation/one membership initial qualification policy; for example, if a stockbroker already held a membership, another stockbroker could not seek to obtain membership, *i.e.*: such an application would not be a qualified application.

[b] Similar Organizations. An Applicant may ~~not~~ be considered for membership if the Applicant belongs to another organization (**referral networking group**) that has as a part of its purpose the exchange of, or referral of, business amongst the members **as long as the member remains in good standing at SDRI through the fulfillment of referral, attendance and ethics requirements as stated in these by laws.** [Amended by Board Vote on 05-04-2022]

[c] Application Process. An Applicant is required to appear at two (2) consecutive weekly meetings (Socials are considered a weekly meeting). If the Applicant then desires to seek membership, then shall the Applicant fully complete the Application for Membership ~~and tender with the Application the requisite initial fees.~~ [New – Amended 07/09/24]

[d] Inspection. Upon receipt by the Membership Officer of the Applicant's Application ~~and fees (which fees shall be held pending final Applicant review and vote),~~ an inspection of the Applicant's place of business shall be arranged by the Applicant with the Inspection Officer. [New – Amended 07/09/24]

[e] Application Fees/Membership Dues. Upon approval by the Inspection Officer and notification to the applicant and the Board, the Treasurer shall invoice the applicant for the applicable application fees, plus the quarterly dues and if so, prorated for the current quarter. These dues shall become payable immediately by the applicant. Applicant may not attend any further meetings until fees are paid at which time, the applicant is a member in good standing. [New – Amended 07/09/24]

Section 3. Voting Upon Application for Membership

[a] Compliance. After full compliance with, and completion of, Items 2[a], 2[b], 2[c], 2[d] and 2[e] above, the Applicant's application shall be scheduled and shall be presented to the Membership for vote. The Applicant shall not attend the meeting whereat his or her application is submitted for vote by the Membership.

[b] Vote. Prior to a Member vote, the Board has the sole discretion to decline any new member application, for any reason, by a majority vote of the Board. The vote shall be made by all active members in attendance at the weekly meeting when the Applicant's membership application is put forward for vote. Voting shall be done in writing in the form approved by the Board, in a "yes" or "no" manner. [Amended 03-30-2021]

[c] "No" Votes. A "no" vote by ten per cent (10%) of the active members in attendance and voting at the time of the vote is required to deny the application. For example, 72 active members are present at the meeting at the time of the vote and 68 votes are cast- 8 "no" votes would be required to meet the ten per cent (10%) requirement to deny the application. All "no" votes shall be legibly signed by the voter, with said voter's telephone number.

[d] Improper Votes. The Board shall review all "no" ballots to assure that improper grounds are not present. Improper grounds include, but are not limited to, violation of the Corporation's express statement of diversity contained in *Article 1*, hereinabove; or the attempt to save a membership for another. The final determination of any Applicant issue shall rest exclusively with the Board.

[e] Speak Off. In the event two or more individuals simultaneously (defined as a two-week interval) seek to apply for membership in an open occupation and all fully complete the requisite application procedures under Section 2, hereinabove, then shall there be a "Speak Off" amongst the Applicants. Each Applicant shall make a three(3) minute presentation. At the end of all presentations, the Membership shall vote in the manner set forth in sub-section [c] hereinabove. The Applicant garnering a simple majority of the total vote shall acquire the membership.

Section 4. Duties and Obligations of Membership

[a] Membership. Membership is personal to the Member, non-transferable and ongoing compliance with these *By-Laws* and such rules and regulations, as may be passed by the Board, are an express condition to the continuation of any membership.

[b] Attendance. The regular attendance and active participation of the Member at the weekly meetings is expected and a condition of continued membership. The minimum attendance expected is not less than 75% calculated over the course one (1) fiscal quarter. Failure to meet attendance and active participation requirements can subject the membership to termination at the sole discretion of the Board.

[c] Alternates. Members are permitted, and are encouraged, to use designated alternates from the Member's business to comply with the attendance requirements. The attendance at any meeting by such an alternate fulfills the Member's attendance obligation.

[d] Leaves of Absence. Members may seek leaves of absence from the Board on grounds of, amongst other things, vacation, illness, or personal leave. To apply, the Member must be in good standing. In the event the requested leave of absence falls within the commencement of a new fiscal quarter, the Member shall be required to pay in full all dues and fees then due as a condition precedent to being granted leave by the Board. Upon grant of leave by the Board, the Member shall be excused from the duties and obligations of membership, including any additional dues (missed meeting, no guest, no referral, etcetera) during the period of the granted leave of absence. Leaves of absence may be granted for a period of no more than thirty (30) days, unless good cause be shown to the Board for additional time. All determinations with respect to leaves of absence are within the sole discretion of the Board.

[e] Referrals. In addition to the attendance and active participation requirements, a Member must provide at least two (2) qualified referrals to other Members within each thirty (30) day period (a calendar month) of membership. A qualified referral is defined as a recommendation of any Member's services to a person within or outside of the Corporation who is desirous or imminently potentially desirous of such service. The confirmation and notification of referrals shall be in writing, on a form to be approved by the Board from time to time. One part of the form shall be given to the Member whose services are sought and the other part of the form shall be delivered to the Referral Officer. The delivery of referrals shall be done at each weekly meeting. The Referral Officer shall have the sole discretion to make any determination with respect to the referral being a qualified referral. Any referral found not qualified by the Referral Officer may be subject to rejection. Repeated rejections of any Member's referrals may subject the Member's membership to termination under these *By-Laws* in the sole discretion of the Board.

[f] New Members. While not a requirement of continued membership, each Member is encouraged to recommend to the Corporation potential new members that the Member believes are qualified for membership.

[g] Dues. Dues shall be set by the Board of Directors at their sole discretion. The timely payment of Dues is a condition precedent to continued membership and are non-refundable upon payment. Member Dues are to be paid on a quarterly basis, as follows:

[i] First Quarter. The dues paying period shall commence on March 1st and shall close on April 1st. Members not paying their dues by April 1st will automatically be deemed "not in good standing".

[ii] Second Quarter. The dues paying period shall commence on June 1st and shall close on July 1st. Members not paying their dues by July 1st will automatically be deemed "not in good standing". -3-

[iii] Third Quarter. The dues paying period shall commence on September 1st and shall close on October 1st. Members not paying their dues by October 1st will automatically be deemed "not in good standing".

[iv] Fourth Quarter. The dues paying period shall commence on December 1st and shall close on January 1st. Members not paying their dues by January 1st will automatically be deemed "not in good standing".

[h] Additional Dues. Additional Dues shall be set by the Board of Directors at their sole discretion. The timely payment of Additional Dues is a condition precedent to continued membership and are non-refundable upon payment, payable at each weekly meeting and are defined as follows:

| | | | | |
|---------------|--------------------|----|-------|------------------|
| [i] | No Guest | \$ | 0.25 | |
| [ii] | No Member Badge | \$ | 1.00 | |
| [iii] | No Referral | \$ | 1.00 | |
| [iv] | Late to Meeting | \$ | 1.00 | |
| [v] | Unexcused Absence | \$ | 5.00 | |
| [vi] | No Guest/Fiver Day | \$ | 5.00 | |
| [vii] | Late Meeting Start | \$ | 5.00 | (President only) |
| [viii] | Late Meeting End | \$ | 5.00 | (President only) |
| [ix] | Missed Social | \$ | 10.00 | |

Additional Dues shall be further defined to include a late charge for untimely payment of Quarterly Dues of not less than \$ 25.00, or in an amount to be set by the Board, in its sole discretion, and the loss of any applicable reward, as defined below. Failure to timely pay shall be defined as payment not being received as set forth in sub-section [g] hereinabove.

[i] Rewards. As active participation by Members is a requirement of membership, the following rewards shall be payable to qualifying Members:

| | | | | |
|------------|---------------------------|----|-------|---|
| [1] | Gold Badge | \$ | 10.00 | Quarterly Dues reduction, exempt [g][i] |
| [2] | Platinum | | 20.00 | Quarterly Dues reduction, exempt [g][i] |
| [3] | Blue Diamond | | 30.00 | Quarterly Dues reduction, exempt [g][i] |
| [4] | Double Diamond | | 40.00 | Quarterly Dues reduction, exempt [g][i] |
| [5] | Triple Diamond | | 50.00 | Quarterly Dues reduction, exempt [g][i] |
| [6] | Guest at Fiver Day | | 5.00 | (at Fiver Day meeting) |
| [7] | 4-plus Referrals/1Meeting | | 1.00 | (at weekly meeting) |
| [8] | Refer Main Speaker | | 1.00 | (at weekly meeting) |

Further rewards may be created by the Board, on such terms and conditions, as the Board, in its sole discretion, deems proper.

[j] Minimum Duties and Obligations. In addition to the duties and obligations of membership, as set forth herein above, Members are required to sign and abide by minimum standards for membership, including, but not limited to:

[1] The Member shall have a fellow Member satisfying the Member's business or personal needs whenever possible.

[2] The Member shall endeavor to recruit at least one new qualified Applicant in the Member's first year of Membership. The Member, during Membership, shall seek out qualified Applicants for recommendation to Membership.

[3] If the Member or the Member's Alternate miss two (2) consecutive meetings on an "unexcused" basis or misses four (4) meetings in a calendar quarter, excused or not, then the Membership will be subject to forfeiture.

[4] Membership includes the obligation to be honorable and ethical in all dealings. Any breach of ethics is properly reported to the Ethics Officer.

[5] The Member will provide a minimum of two referrals per month to any other Member of the Corporation.

[6] The Member will display the Membership Brochure at the Member's place of business unless the Member's business rules and regulations prohibit display.

[7] The Member will abide by the Corporate By-Laws and such other and further rules and determinations as may be made by the Board, from time to time, in the Board's sole discretion.

Section 5. Termination of Membership

Membership is based upon continuing compliance with the Corporate *By-Laws* and such further rules and requirements as may be set by the Board. Membership may be subject to termination by the Board, including but not limited to, on the following grounds:

[A] Any Member being in arrears in the payment of dues and/or financial obligations, under *Article III*, Section 4, §§ [g] or [h], shall be deemed "not in good standing"¹, stand suspended and shall be notified forthwith in writing by the Corporate Secretary. Such Member, upon payment of arrears and upon making application for reinstatement to the Board of Directors, may, by majority vote of the Board of Directors (quorum required) be reinstated within ten (10) days from the date of aforesaid written notice from the Secretary. In case such Member is not so reinstated within ten (10) days of the date of aforesaid written notice, the Member shall be dropped from the Membership and shall be so notified forthwith in writing by the Secretary.

[B] Any Member not meeting the attendance requirements shall deem "not in good standing" and shall be notified in writing by the Corporate Secretary. Failure by that Member, or the Member's Alternate to attend any of the next three (3) consecutive meetings will subject that Member's Membership to termination by a majority vote of the Board.

¹ "Not in good standing" means that the member is suspended from all rights of membership, including, but not limited to being a speaker, voting or objection.

The Member will be notified, by mail, fax, e-mail, or telephone (choice of notification in the sole discretion of the Board) at least five (5) calendar days prior to such a vote. The Member shall have the opportunity to appear before the Board at the date and time appointed by the Board, and the Member shall have the opportunity to be heard and to show good cause why the Member's Membership should not be terminated.

Thereafter, the Board shall vote and shall be empowered to terminate the Member's Membership or to determine any other requirement short of immediate termination as the Board, in its sole discretion, may deem just and proper. The Board's determination shall be final and binding.

[C] Any Member not meeting the referral requirements shall be deemed "not in good standing" and shall be notified in writing by the Corporate Secretary. Failure by that Member to meet the minimum referral requirements with qualified referrals within the next three (3) consecutive meetings will subject that Member's Membership to termination by a majority vote of the Board.

The Member will be notified, by mail, fax, e-mail, or telephone (choice of notification in the sole discretion of the Board) at least five (5) calendar days prior to such a vote. The Member shall have the opportunity to appear before the Board at the date and time appointed by the Board, and the Member shall have the opportunity to be heard and to show good cause why the Member's Membership should not be terminated.

Thereafter, the Board shall vote and shall be empowered to terminate the Member's Membership or to determine any other requirement short of immediate termination as the Board, in its sole discretion, may deem just and proper. The Board's determination shall be final and binding.

[D] For Good Cause shown. "Good Cause," as used herein shall be defined to mean and include, without limitation:

1. Any conduct that brings the Corporation into public disrepute or violates the purpose for which this Corporation is formed;
2. Any willful failure or refusal to abide by the By-Laws, or rules of this Corporation;
3. Any willful failure or refusal to timely pay any assessments levied pursuant to the provisions of these By-Laws;
4. Any conduct deemed by the Board, in its sole discretion, to be dishonorable or unethical, including but not limited to, malicious violation of the Corporation's basic and express policy of diversity, and equality as to race, creed, color, religious belief: sex or sexual orientation;
5. Conviction based upon, including by way of any type of plea agreement, any felony charge or upon any crime, felony or misdemeanor or infraction, involving moral turpitude;
6. The filing of any voluntary or involuntary petition in bankruptcy or making any assignment for the benefit of creditors, or the doing or performing of any act constituting bankruptcy or insolvency, if such act or petition or thing is not cleared up and released within thirty (30) days.
7. Any conduct that causes any Member to come into public dispute, including, but not limited to, within the Corporation.

8. Any conduct unbecoming of a professional² person, or which causes severe embarrassment, either personally or in the business community, to any other Member

9. Personal or professional misconduct or a breach of the corporate ethics of this corporation of such a serious nature as to render the Member's continued presence as a member of the Corporation personally or professionally obnoxious or detrimental to the other Members of the corporation;

10. Any willful failure or refusal to pay any just debt which is validly due and owing by such Member.

[D-2] Any such violations will subject that Member's Membership to termination or other action by a majority vote of the Board. The Member will be notified, by mail, fax, e-mail, or telephone (choice of notification in the sole discretion of the Board) at least five (5) calendar days prior to such a vote.

The Member shall have the opportunity to appear before the Board at the date and time appointed by the Board, and the Member shall have the opportunity to be heard and to show good cause why the Member's Membership should not be terminated. Thereafter, the Board shall vote and shall be empowered to terminate the Member's Membership or to determine any other action short of immediate termination as the Board, in its sole discretion, may deem just and proper. The Board's determination shall be final and binding.

In the event of termination, the Member shall be expelled from Membership and all rights of the subject Member, inclusive of right or claim to the Corporation's property shall immediately cease upon his or her expulsion. An expelled Member shall not be eligible for readmission to Membership.

The term "other action", as used in sections [D] and [D-2] may include, without limitation, the following:

[a] Membership Probation. The Board may set terms and conditions as the Board, in its sole discretion, deems just and proper.

[b] Suspension of Membership. All voting and other rights of the Member during the term of his 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 his suspension.

²The term "professional", as used herein, shall be construed liberally, and shall include the practice of any trade profession or business activity.

ARTICLE III

DIRECTORS; OFFICERS; MANAGEMENT

Section 1. POWERS, STANDARDS OF CARE

A. Powers. Subject to the provisions of the *General Corporation Law of California*, and subject to any limitation in the *Articles of Incorporation* and the *By-Laws* relating to action required to be approved by the members, the business and affairs of this Corporation shall be managed by, and all Corporate powers shall be exercised by, or under the direction of, the Board of Directors ("Board").

For this Corporation, the Board Members shall also serve as the Officers of the Corporation. Any actual or potential conflict of the dual roles, only, is expressly waived. All other fiduciary duties and obligations to be exercised are expressly reaffirmed. The terms "Board of Directors", "Directors", "Board Member(s)", "Officers" or individual officer designations shall be interchangeable and shall all be subject to the duties and obligations set forth as to Directors.

B. Standard of Care; Liability

i. Each Director shall exercise such powers and otherwise perform such duties in good faith, in the matters such Director believes to be in the best interests of the Corporation, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

ii. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:

[a] One or more members of the corporation, whom the Director believes to be reliable and competent in the matters presented,

[b] Independent accountants, counsel, or other persons as to matters which the Director believes to be within such person's professional or expert competence, or

[c] A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2. NUMBER AND QUALIFICATIONS OF THE BOARD

The authorized number of elected Directors of the Corporation shall be **TWELVE [12]**. This number may be changed by amendment to the *Articles of Incorporation* or by an amendment to this *Section 2*, of *Article I* of these *Bylaws*, adopted by the vote or written consent of two-thirds of the Board members.

Section 3. OFFICES

1. PRESIDENT.

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation. A Member shall have at least two(2) years of membership on the Board of the Corporation to be eligible to seek election as President.

The President shall have the general powers and duties of daily management usually vested in the office of President of a corporation, shall be the Chair of the Executive Committee, shall be *ex officio* a member of all the standing committees, and shall have such other powers and duties as may be described by the Board of Directors or the *By-Laws*. The President shall also serve as the Chairman of the Board of Directors, wherein such capacity the President shall serve as a "first among equals" and shall have no powers in excess of any other Board member, other than as expressly set forth in the *By-Laws*.

2. VICE PRESIDENT.

The Vice President shall take attendance at each meeting and promote full attendance at all meetings. He or she shall, along with the Secretary, personally communicate with members whose attendance is unsatisfactory for the purpose of improving said member's attendance. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and shall have all the powers of, and be subject to the restrictions upon, the President, and shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the *By-Laws*. A Member shall have at least one (1) year of membership on the Board of the Corporation to be eligible to seek election as Vice-President.

3. SECRETARY.

The Secretary shall keep or cause to be kept at the principal meeting place or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and Committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors and Committee meetings, and the proceedings thereof.

The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by the *By-Laws* to be given, shall keep the seal of the Corporation in safe custody, shall be responsible for Corporate communications, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the *By-Laws*.

4. CHIEF FINANCIAL OFFICER/TREASURER.

The Chief Financial Officer/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the *By-Laws*. The Chief Financial Officer shall service as the Chair of the Budget Committee and shall produce to the Board a proposal budget for the new fiscal year not later than the June Board Meeting of each fiscal year. The Chief Financial Officer shall further see to the compliance with tax and licensing matters and shall provide an annual report of the Corporate finances for delivery at the time of the Annual Meeting.

A Member shall have at least two (2) years of membership on the Board of the Corporation to be eligible to seek election as Chief Financial Officer/Treasurer and shall have reasonable familiarity with the principals of bookkeeping; waivable if the candidate has bookkeeping experience.

5. INSPECTION OFFICER.

The Inspection Officer shall visit prospective members ("Applicant") at their place of business, or home, if the business is carried on in the home. The Inspector will determine if a membership application has been filled out and will go over the application with the Applicant. Inspection shall include, but shall not be limited to, that the Applicant meets the qualification standards of the *By-Laws*, determination of any potential conflict with the one occupation/one membership rule, communication with the Applicant sponsor, and the proper completion of the application process as set forth in these *By-Laws*. The Inspection Officer shall then deliver the completed application materials, along with a report to the Membership Officer, with a copy, and the fees/dues check to the Chief Financial Officer, who shall hold said tendered cheque in safe keeping, unnegotiated, pending review and a vote by the Members on the Applicant. A Member shall have at least one (1) year of membership in the Corporation to be eligible to seek election as the Inspection Officer.

6. MEMBERSHIP OFFICER.

The Membership Officer shall be responsible for maintaining the roles of active membership of the Corporation and shall serve as the Chair of the Membership Committee, which committee shall oversee new member recruitment. The Membership Officer, together with the Inspection Officer, shall assure that all Applicants for membership shall be qualified for membership, have completed the required application process, are familiar with, and consent to, the rules, duties, and obligations of membership prior to the vote on the Applicant's potential membership.

The Membership Officer shall also be responsible for conducting a "Fiver Day" once each quarter (April-June; July-September; October-December; January-March). The Membership Officer shall be the representative of the Board who shall formally induct the Applicant into corporate membership after the affirmative vote by the general membership, and who shall provide the new Member with all materials of membership. A Member shall have at least one (1) year of membership in the Corporation to be eligible to seek election as the Membership Officer.

7. ETHICS OFFICER.

The Ethics Officer shall be responsible for compliance with the By-Laws and the other rules and regulations as may be set by the Board of Directors and shall also serve as a mediator of disputes between members and/or conflicts as to occupations. The Ethics Officer shall also preside over any hearings or reviews undertaken by the Board with respect to ethics or compliance matters. It is recommended, though not mandated, that one of the attorney members of the Corporation hold the position of Ethics Officer.

A Member shall have at least one (1) year of membership on the Board of the Corporation to be eligible to seek election as the Ethics Officer.

8. SERGEANT-AT-ARMS.

The Sergeant-at-Arms shall maintain order at meetings, circulate the referral and Additional Dues receptacle, and remind members of Additional Dues. The Sergeant-At-Arms shall be responsible for communications equipment and shall work with the Program Officer on the presentation of timely programs and member communications. The Sergeant-at-Arms shall work with the Membership Officer in preparing for and holding votes for Applicants and shall work with the Elections Officer in conducting the annual Board/Officer elections.

9. PROGRAM OFFICER.

The Program Officer shall be responsible for scheduling and conducting the speakers' schedule for the weekly meetings, assignment of the weekly greeter, and any special programs or presentations to be made, if any, at regular, special, or social meetings. The Program Officer shall work with the Sergeant-at-Arms in the timely presentation of any program, i.e.: 20 second weekly Member presentations, 4-minute Member speaker presentation, and 6-minute new Member speaker presentation, or such other time periods as may be set. As to weekly Member presentations, the Program Officer shall schedule such presentations in an equitable manner to all Members and shall work with Publicity in timely posting of all schedules.

10. REFERRAL OFFICER

The Referral Officer shall supply referral forms at all meetings prior to the meeting; will maintain records of all referrals given and received; and shall keep records of all contests, if any, amongst members. The Referral Officer shall prepare and distribute a monthly report to the full Board, not less than one week prior to the Monthly Board Meeting, regarding Members not in compliance with the referral requirements under these *By-Laws*.

11. PUBLICITY OFFICER.

The Publicity Officer shall work with the Membership Officer to maintain an accurate list of the Membership Rolls, inclusive of maintaining accurate Member information. The Publicity Officer shall cause to be produced a monthly Membership brochure and shall be responsible for the oversight of all electronic based media and communications, including, but not limited to, the Corporate Website, Power Point® presentations by the Corporation, and the overall marketing strategy of the Corporation (subject to the final direction and approval of the Board). The Publicity Officer shall serve as Chair of the website committee as appointed by the President. In performance of the duties hereunder, the Publicity Officer shall be permitted to seek the assistance of outside professional services, upon application to and approval by, the Board. As to any contracting with outside services, the Publicity Chair has no power to contract for nor to bind the Corporation absent express written Board consent, either by separate written instrument or by entry of a vote of consent in the Corporate Minutes. Any violation of this provision shall subject the Publicity Chair to personal liability for any charges incurred. Board consent shall fully and finally relieve the Publicity Chair of any individual liability, and the Board shall fully and completely indemnify and hold the Publicity Chair harmless from liability.

12. SOCIAL OFFICER.

The Social Officer shall be responsible for contracting and conducting evening gatherings of the Membership, subject to availability of funds, the number of gatherings shall be determined by a vote of the Board of Directors. A simple majority shall prevail. ~~not less than one (1) evening gathering of the Membership per fiscal quarter (April June; July September; October December and January March). As a general rule, the Social Officer shall contract and conduct three (3) informal Member functions for Quarter 1 (April June), Quarter 2 (July September), and Quarter 4 (January March). For Quarter 3 (October December), subject to availability of funds, the Social Officer shall contract and conduct a formal annual Holiday Event during the first two weeks of December. The Social Officer shall meet and confer with the Board, not later than the June Budget Meeting, to gain approval of the proposed costs and site each evening gathering prior to contracting for the event. for contracting the Holiday Event. As to contracting, the~~ The Social Officer has no power to contract for nor bind the Corporation absent express written Board consent, ~~either~~ with by separate written instrument or by entry of a vote of consent in the Corporate Minutes. Any violation of this provision shall subject the Social Officer to personal liability ~~for any charges incurred Board consent shall fully and finally relieve the Social Officer of any individual liability,~~ and the Board shall fully and completely indemnify and hold the Social Officer harmless from liability. [Amended 04-13-2018]

13. IMMEDIATE PAST PRESIDENT (Non-Elective Position)

The office of immediate Past President shall not be an elective office. The President for the prior fiscal year shall automatically serve upon the Board for the fiscal year immediately following that President's term of office. The Immediate Past President shall have all rights of Board membership, including full voting rights. The immediate Past President shall also be subject to all duties and obligations under these By-Laws, the General Corporate Laws of California, and such further duties and obligations as may be set by the Board and shall serve in the capacity of "Minister without Portfolio", shall act to provide a bridge between the former Board and the new Board, and shall provide advice and counsel as to all Board matters.

14. ELECTIONS OFFICER (Appointive/Non-Elective Office)

Not later than February of each year, the President shall appoint a qualified Member in good standing to serve as the Elections Officer. The Elections Officer shall be responsible for conducting the nominations procedure and the election of the Board/Officers of the Corporation in accordance with the Elections procedures set forth in the *By-Laws*. The Elections Officer shall work with the President, the Treasurer and The Membership Officer to assure that each candidate is in good standing and meets the qualifications for office. The Elections Officer shall have at least two (2) years membership in the Corporation.

For the elections period, the Elections Officer shall meet with, and report to, the Board on all matters concerning the elections. The Elections Officer shall provide advice and information to the Board but shall be a non-voting member of the Board. The Elections Officer shall be the presiding officer on the date of election and shall gather and certify all votes. The Elections Officer's certification of the votes and results thereof shall be final and binding. The Elections Officer will then transmit the ballots and the result of each vote to the President for declaration of results. The Elections Officer's duties shall terminate on completion and ratification of all votes regarding Board/Officers.

Section 4. ELECTION AND TERM OF OFFICE

A. ELECTION PROCEDURES

[1] Opening Nominations. The Elections Officer shall open the Nominations for Elective Offices no later than the weekly meeting occurring prior to February 1st of each year. The Elections Officers shall provide a Nomination Sheet, delineating each elective office and providing space under each such office for candidates to sign up as the notice of their candidacy for that office. Any Member in good standing may, by the same procedure, nominate any other Member in good standing. The Elections Officer shall have the Nomination Sheet and open for each of the following three (3) weekly meetings, including any Social that may fall within that period (Nominations thus being open for a total of four (4) consecutive weekly meetings of the Membership). The Elections Officer will schedule the Nominating process so that the fourth weekly meeting and closure of nominations shall fall on the date of the March Board of Directors meeting.

[2] Closing Nominations. The Elections Officer will close the Nomination process at the conclusion of the fourth weekly meeting of the Membership and will transmit the final list of candidates to the Board. The Board, together with the Elections Officer, shall review all candidates' nominations, and certify that each candidate is a Member in good standing and meets the minimum qualifications for office. In the event no candidate meets good standing/minimum qualification for any elective office, then shall the Election Officer hold any such position open for an additional meeting to gain a qualified candidate in good standing.

[3] Election Date. The date of the Annual Election for Board Members/Officers shall be the weekly regular meeting of the general Membership immediately preceding March 20th of each year ("Election Date"). No Social or other special event of any kind shall be held on the Election Date. All other business of the Corporation shall be suspended on the Election Date until the completion of the elections and certification of the election results.

[4] Voting Certification. Only Members in good standing shall be eligible to vote on the Election Date. Good Standing shall be determined as of March 1st of each year. The CFO/Treasurer and the Referral Officer shall certify and produce a list of any ineligible Members at the time of the March Board meeting.

[5] Voting (Uncontested). In the event any elective office has only one qualified candidate, then shall the President announce each such office and candidate to the general Membership and call for a voice vote of approval of all such candidates by the general Membership. Upon concurrence of the President and the Elections Officer that the voice vote was in the affirmative, those candidates will be certified as elected to their respective offices.

[6] Voting (Contested). In the event any elective office has two or more candidates, then shall the Elections Officer prepare written ballots for each such contested office for the Election Date. The Election Officer shall arrange, conduct, and oversee a "speak off" between the contesting candidates, on an office-by-office basis to be held on the Election Date. Each contesting candidate shall be provided with a five (5) minute period in which to address the general Membership. At the conclusion of each candidate's address for that contested elective office, written ballots shall be provided by the Elections Officer to all Members in good standing present on the Election Date and a vote taken for that contested office. No absentee and no proxy votes will be permitted.

Only Members in good standing, present on the Election Date shall be permitted to vote. A simple majority of the Members in good standing present on the Election Date shall be sufficient to elect the candidate to office. The Election Officer shall immediately gather the vote and commence the same process for each contested office until all contested offices have been voted upon.

[7] Ballot Count. The Election Officer shall take charge of all written ballots, and together with the Corporate Secretary, shall count the ballots for each contested office to determine each elected candidate. The Elections Officer shall certify the vote and the election and shall transmit same to the President for announcement of the results to the general Membership. The certification by the Elections Officer shall be final and binding on the Corporation.

[8] Tie Vote/No Majority. In the event of a tie vote between two contesting candidates, or in the event where three or more candidates are vying for an elective office and no candidate garners a majority vote of the Members in good standing present on the Election Date, then shall the following take place:

[a] A tie vote between two contesting candidates shall require an additional two minute "speak off" between the candidates with a vote immediately following, all being conducted in the manner set forth in the provisions governing contested offices. If neither candidate receives a simple majority, then shall the process be repeated, thereafter with addresses by the candidates limited to one minute, until a simple majority is achieved.

[b] **Where a simple majority vote** is not achieved amongst three or more candidates for an elective office, then shall the Elections Officer certify the two candidates who received, respectively, the most votes and the second most votes in the balloting. The procedure enumerated with respect to tie votes shall thereafter be utilized with respect to those two candidates.

[c] **Where time does not permit completion** of the Election Date process, then shall the President so announce, and the Election Date process shall recommence at the next weekly meeting of the general Membership under the same conditions and requirements governing annual elections until any remaining contested election shall be completed, and the elected candidate announced.

B. TERM OF OFFICE

[1] **Assumption of Office.** Directors/Officers duly elected and consenting to serve shall assume their respective offices on the first weekly regular meeting of the general Membership in April of each year. No Social or other special event shall be held or scheduled for that date.

[2] **Term of Office.** Directors/Officers shall hold their respective office for a term of one year, until the completion of the next annual Election Date and the assumption of office by their respective elected successor in office.

[3] **Hold Over.** In the event a Director's/Officer's successor in office has not been determined by the time of the first weekly regular meeting of April, then shall such Director/Officer continue to serve until such time as a successor in that office has been determined by election or appointed by the Board in accordance with the *By-Laws*.

[4] **Vacancies.** A vacancy in office shall be deemed to exist in the event of the death, resignation, or removal of any Director/Officer, or if the Members fail, at any annual meeting at which any Directors/Officers are elected, to elect the full number of authorized Directors/Officers, by the second weekly regular meeting of the general Membership. Any vacancy in office during any Director's/Officer's term of office may be filled by appointment by a simple majority vote of the remaining Directors/Officers. Such appointment vote may be had upon the Executive Committee recommending qualified candidates, and a vote by the remaining Directors/Officers may be conducted in accordance with the rules governing special meetings. Any successor Director/Officer so appointed shall hold office for the remaining term of office, pursuant to the *By-Law* provisions governing terms of office.

[5] **Resignation.** Any Director/Officer may resign his or her office effective upon giving written notice to the President. No reduction of the authorized number of Directors/Officers as may be made by the Board shall have the effect of removing any Director/Officer before that Director's/Officer's term of office expires, absent the express written consent of said Director/Officer.

Section 5. REMOVAL OF DIRECTORS

Any Director/Officer may be removed from office as provided by these *By-Laws* on the same terms as for Members, or for any breach of fiduciary duty, malfeasance, or misfeasance in accordance with the General Corporate Law of California, California statutory law, California common law, and/or construing case law. Removal may be had only upon good cause shown by a preponderance of the evidence, and each Director/Officer subject to removal shall be provided with notice and opportunity to be heard prior to removal from office.

[A] Presentment of Good Cause. Any Member may notify the Directors /Officers of that Member's good faith belief that good grounds exist, under the provisions of the *By-Laws*, for a possible removal of any Director/Officer. The Directors/Officers, other than the subject Director/Officer, shall make an initial determination of good cause and whether any further proceedings are warranted. In the event that the Directors/Officers deem the Member's notification to lack good cause and deem that the presentment to have been provided for any improper purpose, then shall the Directors/Officers, other than the subject Director/Officer, take any action as to that presenting Member, under the provisions of the *By-Laws*, that the Directors/Officers deem just and proper under the circumstances, including, but not limited to, termination of Membership. The Directors/Officers, acting on their own, may determine that good grounds exist, under the provisions of the *By-Laws*, for a possible removal of any Director/Officer.

[B] Procedure. If preliminary good cause is determined, the Executive Committee shall meet to review the matters presented and make a non-binding recommendation to the full Board. The Ethics Officer shall be a member of the Executive Committee for such a procedure. The Executive Committee shall also make a non-binding recommendation for the appointment of an independent Judicial Officer to be chosen from amongst the general Membership in good standing. The Executive Committee shall also provide the full Board with a specification of charges for delivery to the subject Director/Officer. All such procedures and proceedings shall be conducted in confidence and shall not be disclosed to the general Membership so as to protect the privacy of the subject Director/Officer.

[C] Proceedings. The Directors/Officers, as a full Board, shall select a Judicial Officer and shall select a date and time for the hearing of the matter. Upon such selections, the Corporate Secretary shall notify the subject Director/Officer of the removal proceedings, the specifications giving rise to the proceedings, and the date, time, and place for the hearing. The subject Director/Officer will be so notified, by mail, fax, e-mail, or telephone (choice of notification in the sole discretion of the Board) at least ten (10) calendar days prior to the date of the hearing. The subject Director/Officer will have the ability to request a continuance of the scheduled hearing date for a period of not more than one week. The subject Director/Officer shall have the opportunity to appear before the Board at the date and time appointed by the Board, and the subject Director/Officer shall have the opportunity to be heard and to show good cause why he or she should not be terminated. The Judicial Officer shall chair the hearing, set the time frames for the respective presentation, and shall assure a fair hearing. In the event the subject Director /Officer resigns from office prior to the hearing date, the proceedings shall terminate, and no hearing shall be held.

On completion of the hearing, the subject Director/Officer shall withdraw, and the Judicial Officer shall call for a vote of the Directors/Officers present, excluding the subject Director/Officer, of which a two-thirds vote shall be required for removal. The determination by the Directors /Officers present at the hearing shall be final and binding. A quorum of the full Board shall not be required for such proceedings. The Judicial Officer shall recall the subject Director/Officer and shall notify the subject Director/Officer of the final determination. Upon notice of determinations, inclusive of termination of Membership if made, then shall the subject Director /Officer be immediately removed from office and terminated/expelled from Membership (if so determined).

In such a case, the remaining Board Members may elect a successor Director to fill such vacancy for the remaining unexpired term of the Director so removed.

Section 6. PLACE AND TIME OF BOARD MEETINGS.

[a] **Regular meetings** of the Board of Directors shall be held at the principal weekly meeting place of the Corporation on the date of the first weekly membership meeting of the month, directly after the adjournment of the general membership meeting.

[b] **Special meetings** of the Board shall be held at a time and place that may be designated in the notice of the meeting, or, if not stated in the notice or there is no notice, at the principal weekly meeting place of the Corporation. Notice shall be given not less than two business days prior to the meeting by facsimile transmission, by e-mail or by telephone. Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any two Directors/Officers. Any oral notice given personally or by telephone may be communicated to either the Director/Officer or to a person at the office of the Director/Officer to whom the person giving the notice has reason to believe will promptly be communicated to the Director/Officer.

[c] **Executive Committee Meetings** of the Board is empowered to determine day to day business matters, and meetings shall be held at a time and place as may be designated by the President. Notice shall be given not less than two business days prior to the meeting by facsimile transmission, by email or by telephone. Any oral notice given personally or by telephone may be communicated to either the Director/Officer or to a person at the office of the Director/Officer to whom the person giving the notice has reason to believe will promptly be communicated to the Director/Officer.

[d] **Sub-Committee Meetings.** The Board shall have, at all times, the power to appoint sub-committees for any valid purpose for the Corporation, shall have the power to appoint any Director/Officer to Chair any such sub-committee, and shall have the power to appoint or ratify the appointment of any sub-committee members selected from amongst the general Membership in good standing. The Chair of any subcommittee shall be responsible for the management of the sub-committee, inclusive of calling of subcommittee meetings and providing notice thereof and shall be responsible to report to the full Board on a monthly basis during the pendency of any such sub-committee. Any recommendations or proposed actions of any sub-committee shall not become effective until approval by the Board upon a simple majority vote.

[e] Any meeting - regular, special, or executive - may be held by **conference telephone or similar communication equipment**, so long as all Directors/Officers participating in such meeting can hear one another, and all such Directors/Officers present shall be deemed to have been present in person at such meeting.

Section 7. ANNUAL BOARD MEETING.

The Annual Meeting of the Corporation shall be held on the first Thursday, which falls on or after April 1st of each year. At the Annual Meeting, the outgoing Directors/Officer shall each provide an Annual Report of each office to the general Membership and the CFO/Treasurer shall provide a written report of the finances of the Corporation for the fiscal year just passed (April 1 to March 31). Cal. Corp. C., § 1501 is expressly dispensed with; however, the Board shall not be prohibited from issuing annual or other periodic reports to the Membership. The Members present shall approve and ratify all Annual Reports by voice vote. At the conclusion of the Annual Reports, the incoming Directors/Officers shall assume their respective offices for the upcoming fiscal year and shall constitute the valid Board of Directors for the Corporation.

Section 8. BOARD MEETING RECORDS

Minutes of any meeting of the Board, or any committee thereof: shall be maintained as required by § 1500 of the California Corporations Code by the Corporate Secretary or other Director/Officer designated for that purpose. If Meeting Minutes are kept by other than the Corporate Secretary, the Director/Officer designated at any such Meeting shall transmit the Minutes of any such meeting to the Corporate Secretary for inclusion in the Corporate Minute Book, unless otherwise directed by the Board. A quorum of the full Board, or a quorum of any duly appointed committee of the Board (subject to Board ratification) may designate any meeting, in whole or part, confidential and privileged; and the Minutes of any such meeting shall be so marked and not included in the published Corporate Minutes.

Section 9. ADJOURNMENT.

A simple majority of the Directors/Officers present, whether or not constituting a quorum, may adjourn any meeting to another time and place as they may direct.

ARTICLE IV

**INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND
AGENTS**

For the purposes of this Section, an "agent" of the Corporation includes a person who is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of any other enterprise at the request of such predecessor corporation. The Corporation may at its option, to the maximum extent permitted by the *California General Corporation Law* and by the *Articles*, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually incurred and by reason of the fact that such person is or was at the time relevant, an agent of the Corporation.

ARTICLE V

**GENERAL CORPORATE
MATTERS**

Section 1. CHECKS, DRAFTS, AND EVIDENCE OF INDEBTEDNESS.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person designated by the Board, or by resolution of the Board.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; EXECUTION.

The Board, except as the *By-Laws* otherwise provide, may authorize any Directors/Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board, or within the agency power of any officer, no officer, agent or employee shall have any power authority to bind the Corporation by any contract or engagement or to pledge its creditor to render it liable for any purpose or to any amount.

Section 3. CONSTRUCTION AND DEFINITIONS.

Unless context requires otherwise, the general rules of construction, and the definitions of the *California Corporation Laws* shall govern the construction of these *By-Laws*. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

CERTIFICATION OF FIRST RESTATEMENT

I, STEELE N. GILLASPEY, being the Director/Officer duly authorized by a quorum of the Board of Directors to draft the above proposed First Restatement of the Corporate By-Laws for San Diego Referrals, Inc., do hereby certify the above as the true and correct original of said First Restatement and that same has been duly transmitted to the Board of Directors for ratification and adoption by the Corporation.

DATED: October 4, 2007

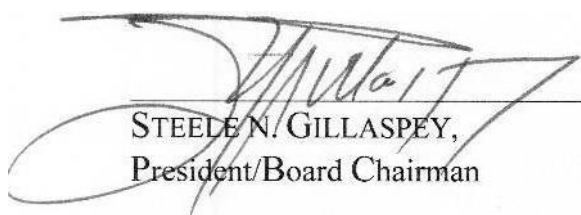


STEELE N. GILLASPEY

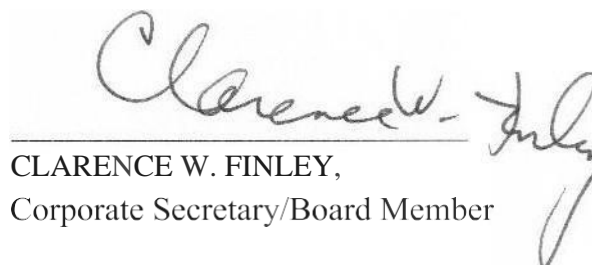
CERTIFICATION OF ADOPTION

We, the undersigned, as duly authorized by and acting for the Board of Directors, do hereby certify that the Board of Directors voted to ratify and adopt this First Restatement of the By-Laws of San Diego Referrals, Inc., as reflected in the Corporate Minutes of the Corporation, by not less than two-thirds majority vote. In accordance with the direction of the Board of Directors, this First Restatement of the By-Laws of San Diego Referrals, Inc. shall be in full force and effect as the governing By-Laws for said Corporation as of the date of the execution of this Certification by the undersigned. In accordance with the directions of the Board of Directors, the undersigned shall cause a copy of this First Restatement, and the attendant certifications, to be published on the Corporate website.

DATED: November 30, 2007



STEELE N. GILLASPEY,
President/Board Chairman



CLARENCE W. FINLEY,
Corporate Secretary/Board Member