

**BYLAWS OF DIABLO BUSINESS REFERRAL NETWORK, AN
UNINCORPORATED CALIFORNIA NONPROFIT ASSOCIATION**

RECITALS

- A. The Diablo Business Referral Network (“DBRN”) is an exclusive business networking organization affiliated with the Alamo Chamber of Commerce.
- B. DBRN is a member of the Danville Area Chamber of Commerce.
- C. DBRN is a California unincorporated nonprofit association within the meaning of California Corporations Code §§ 18000-18420.
- D. DBRN meets weekly for one hour, except for the fifth Thursday of any month, August, and the period between mid-December and the end of the calendar year.
- E. The location of DBRN meetings is usually a local restaurant except when a member hosts the meeting at a member’s principal place of business.

ARTICLE I. MEMBERS

1.01. Classes of Membership and Rights. DBRN has two classes of membership: Active Members and Associate Members. Only Active Members have voting rights and the voting rights of each member of that class are equal. Associate Members do not have voting rights. In all other respects, the membership and other rights, interests, and privileges of all members, regardless of class, shall be equal.

1.02. Qualifications

- (a) An applicant for Active Membership must have the following qualifications:
 - (i) Members must have a well-established, full-time business located in the Tri-Valley Area;
 - (ii) Members must be willing to exchange business referrals and to promote the goals of DBRN;
 - (iii) Members must have designated business which will not conflict with other DBRN members. Only one designated business per category, not in direct conflict with other DBRN members, will be permitted;
 - (iv) Members should be prepared to regularly attend DBRN meetings and meaningfully participate in referrals to other DBRN members.
- (b) To be eligible for Associate Membership, an applicant shall have the following qualifications:
 - (i) Associate members are those former active members who are retired or otherwise no longer in business;

- (ii) Associate members are encouraged to provide business leads from time to time.
- (iii) Associate members are encouraged to attend as many DBRN meetings as possible.

1.03. Admission and Membership Dues

- (a) Prospective members must be nominated by an existing member.
- (b) The application must be made on an application form as prescribed from time to time by DBRN. The application form must contain the statement that the applicant has read the Bylaws, that the applicant is familiar with and understands them, and that if admitted to membership, the applicant agrees to be bound by these Bylaws and rules as adopted by DBRN from time to time. If the applicant possesses the qualifications for membership, as provided in these Bylaws, the application will be accepted.
- (c) Members of either class will be approved by a majority vote of the Active Members at a regular weekly membership meeting.
- (d) Active or Associate Membership continues until the earlier of the death or resignation of the member or until the membership is terminated as provided in these Bylaws.
- (e) The DBRN Board of Directors will establish an application fee assessed to new members when accepted for membership.

1.04. Quarterly Dues. All members must pay quarterly dues in the amount determined by resolution of the Board of Directors from time to time. The first quarterly dues (prorated for partial periods of time) of each member is payable and must be submitted in full with the application for membership. Future quarterly dues are due and payable in advance of each quarter. Membership dues are delinquent if not paid within 30 days of assessment. Late fees shall be assessed in an amount equal to 5% of the delinquent amount due and payable.

1.05. Number of Members. There is no limit on the number of members that DBRN may admit.

1.06. Transferability of Membership. Neither membership in DBRN nor any rights in the membership may be transferred or assigned for value or otherwise except as provided in this Section 1.06. The Board of Directors may provide by resolution for the transfer of any Active Membership to another person employed or an equity owner of an Active Member, in the sole discretion of the Board of Directors.

1.07. Membership Book. DBRN will keep a membership book containing the name, address, and class of each member in any form capable of being converted into written form. The membership book must note if a membership has terminated, the manner of termination, and the date on which that membership ceased. The membership book will be maintained by DBRN President or Treasurer and is subject to the rights of inspection required by law and as set forth in Section 1.08 of these Bylaws.

1.08. Inspection Rights of Members. All records of this DBRN will be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his or her interests as a member.

1.09. Termination of Membership

(a) By Resignation or Death. The membership of any member of DBRN automatically terminates on the death of the member or on receipt of the member's written request for termination delivered to the President or Treasurer of DBRN personally, electronically or by United States mail. Termination of membership does not relieve the member, or the member's estate in the event of termination by death, of the obligation to pay any dues that accrue and remain unpaid at termination.

(b) By Nonpayment of Dues or Assessments. The membership of any member who fails to pay membership dues within 60 days after they become due automatically terminates at the end of that 60-day period, provided that the member was given written notice, within 10 days before the due date, that the dues were due and payable as of that date. Written notice shall be delivered to the recipient personally, electronically or by United States mail, postage prepaid, addressed to the address of the member as it appears in the membership book of DBRN. In the event that timely written notice is not given as provided in the preceding sentence, membership will not terminate for nonpayment of dues or assessments until that notice is given and the dues and assessments have not been fully paid within 30 days following that notice.

(c) Rights on Termination. All rights and interests of a member in DBRN cease on the termination of membership.

(d) Reinstatement. Any member whose membership is terminated, other than by death, may have his or her membership reinstated on the terms as the Board of Directors deems appropriate by filing a written request for reinstatement with the President of DBRN. On approval of the request by a majority of the Board present at the meeting at which the request is considered, provided that a quorum is present at the meeting, the membership will be reinstated.

1.10. Suspension and Expulsion

(a) The Board of Directors is authorized to expel from membership any member of this DBRN for good cause.

(b) "Good cause," as used in this section, means any of the following:

(1) Any conduct that brings DBRN into public disrepute or violates the purposes for which this nonprofit association is formed.

(2) Any willful failure or refusal to abide by the Bylaws of DBRN after a member has been provided at least 30 days' written notice.

(3) Any failure to pay membership dues in accordance with these Bylaws.

(4) Missing six regular meetings in any quarter or twelve regular meetings in any calendar year after a member has been provided at least 15 days' written notice after missing four regular meetings in any quarter.

ARTICLE II. MEETINGS OF MEMBERS

2.01. Place. Meetings of members will be held at a location, usually a restaurant that may be designated from time to time by the Board of Directors.

2.02. Regular Meetings. Members generally meet weekly for one hour except for the month of August, the period between Christmas and New Year's Day and the fifth Thursday of a month. The Board of Directors shall determine the date, time and place of the meetings. Elections for board members and officers will be held at the regular meeting held on the first Thursday of March of each year.

2.03. Special Meetings. Special meetings of members may be called by the President or Treasurer, any two Board members of DBRN or any three DBRN members. Special meetings will be held at the times and places as stated in the resolution except that the meeting place shall be designated in accordance with Section 2.01 whenever practical. Otherwise, the special meeting shall be in the immediate Tri-Valley area.

2.04. Notice of Special Meetings. Written notice of every special meeting of members must be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than 35 or more than 90 days before the date of the special meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting. However, notice of regular DBRN member meetings is not required. DBRN may use electronic mail in lieu of United States mail where DBRN has electronic mail addresses that it regularly uses to communicate to its members.

Notwithstanding the provision dispensing with notice of regular meetings, no action may be taken on any of the following proposals at any regular meeting unless written notice of the general nature of the business or proposal has been given as in the case of a special meeting: (1) any proposal of DBRN to incur any indebtedness; (2) any proposal to incorporate; (3) any proposal to wind up and dissolve DBRN.

2.05. Contents of Notice. The notice must state the place, date, and time of the meeting. In the case of special meetings, the notice must specify the general nature of the business to be transacted. Notice of regular meetings, when required, must identify those matters that the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Board Members are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

2.06. Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with DBRN's records.

2.07. Quorum. A quorum at any meeting of members consists of thirty-five percent (35%) of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Board Members at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event that has not yet occurred.

2.08. Adjournment for Lack of Quorum. In the absence of a quorum, no business may be transacted at any meeting of members, except as provided in Section 2.09 of these Bylaws. The only motion that the chair may entertain is a motion to adjourn. The meeting may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. If adjourned for less than 30 days, no notice of the adjourned meeting need be given. However, if a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, notice of the adjourned meeting must be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting. No meeting of members may be adjourned more than 45 days.

2.09. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

2.10. Voting of Membership. Each Active Member is entitled to one vote on each matter submitted to a vote of the members.

2.11. Conduct of Meetings. The President of DBRN or, in his or her absence, any other person chosen by a majority of the voting members present in person will preside over the meetings of the members.

2.12. Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is 30 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 30 days before the date of the meeting of members.

2.13. Action Without Meeting by Written Ballot

(a) Any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, DBRN must distribute a

written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to DBRN. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified 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 at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 2.04 of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Board members, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(c) Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by DBRN before the time specified on the ballot for its receipt, but may not do so thereafter. The revocation is effective on its receipt by the Treasurer of DBRN.

ARTICLE III. BOARD MEMBERS

3.01. Number. DBRN will have not less than five or more than nine board members. The exact number of directors shall be fixed from time to time by the vote of DBRN members entitled to vote at a duly held meeting at which a quorum is present, or by the written consent of DBRN members entitled to vote, or by the Board of Directors. The Board Members shall consist of the President, immediate past-President, Treasurer or Chief Financial Officer, Membership Chair and Program Chair and may include the Social Chair and any Membership or Program co-chair or Directors at Large.

3.02. Qualifications. Any Active Member of this DBRN is qualified to be a Board Member.

3.03. Terms of Office

(a) Each Board Member holds office at least one year until the next annual meeting of members and until the Board Member's successor qualifies under Section 3.02 of these Bylaws and is elected under Section 3.05. Board Members serve until the qualification and election of their successors. If a Board Member is removed at a special meeting of the members called and held as prescribed by Section 2.03 of these Bylaws, that Board Member will hold office until his or her removal and his or her successor is elected and qualifies.

(b) Board Members are eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

3.04. Nomination. Any person qualified to be a Board Member under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

3.05. Election. Board Members will be elected at each annual meeting as prescribed by Section 2.02 of these Bylaws

3.06. Compensation. The Board Members serve without compensation.

3.07. Duties. The duties of the Board Members include the following:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the or by these Bylaws.
- (b) To enter into contracts as approved by the Board of Directors or Active Members.

3.08. Meetings

(a) Meetings of the Board may be called by the President, Treasurer or any two Board Members.

(b) All meetings of the Board will be held at the regularly scheduled location for its weekly meetings.

(c) Regular meetings of the Board will be held, without call or notice, immediately following each regular meeting of the members of DBRN during the first week of each month except August.

(d) Special meetings of the Board may be called by the President, Treasurer or any two Board Members. Special meetings may be held on 4 days' notice by first-class mail, postage prepaid, or on 48 hours' notice delivered 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. Notice of the special meeting need not be given to any Board Member who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Board Member either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with DBRN's records.

(e) A majority of the authorized number of Board Members constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board. At any meeting at which a quorum was initially present, the Board Members may continue to transact business notwithstanding the withdrawal of Members if any action taken is approved by at least a majority of the required

quorum for that meeting, or any greater number as is required by the law, the Articles, or these Bylaws.

(g) The President or, in his or her absence, any Board Member selected by the Board then present, will preside at meetings of the Board. The Treasurer of DBRN or, in the Treasurer's absence, any person appointed by the presiding officer will act as Treasurer of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(h) A majority of the Board Members present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

3.09. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Board Members.

3.10. Removal. The entire Board, or any individual Board Member, may be removed from office at any time by the vote of a majority of the voting members of DBRN. If any or all Members are so removed, new Members may be elected at the same meeting and the new Members hold office for the remainder of the terms of the removed Board Members. If new Board Members are not elected at the meeting, the vacancy or vacancies created by the removal will be filled as provided in Section 3.11 of these Bylaws.

3.11. Vacancies

(a) Vacancies in the Board exist (1) on the death, resignation, or removal of any Board Member; (2) whenever the number of Board Members authorized by these Bylaws is increased by amendment; and (3) on failure of the members in any election to elect the full number of Board Members authorized.

(b) The Board may declare vacant the office of a Board Member (1) if the Member is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) the Member does not accept the office either in writing or by attending a meeting of the Board within 60 days after notice of election as a Board Member.

(c) Vacancies caused by the death, resignation, or disability of a Member or Members, or by removal as provided in these Bylaws increasing the authorized number of Board Members must be filled by a majority of the remaining Board Members, though less than a quorum, or by a sole remaining Board Member.

(d) A majority of the voting members of DBRN may elect a Board Member at any time to fill any vacancy not filled by the Board as provided in Subparagraph (c). If all Board Memberships become vacant and no Board Member is left to fill the vacancies, the vacancies must be filled by a majority of the voting members present at a regular or special meeting of members called for that purpose, [provided a quorum is present or whether or not a quorum is present].

(e) Persons elected to fill vacancies hold office for the unexpired terms of their predecessors and until their successors are qualified and elected.

ARTICLE IV. OFFICERS

4.01. Number and Titles. The officers of DBRN will be a President, Treasurer or Chief Financial Officer, Program Chair, Membership Chair, Social Chair, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. Any number of offices may be held by the same person, except that the Chief Financial Officer may not serve concurrently as the President.

4.02. Qualifications. Any Active Member of this DBRN is qualified to be an officer.

4.03. Election of Officers. The officers will be elected by the vote of a majority of the voting members of DBRN at the regular meeting of the Members held in March.

4.04. Terms of Office. The first officers will serve until the qualification and election or appointment of their successors. Subsequent officers serve from the time of appointment or election until the next annual election of officers and until their successors are qualified and elected.

4.05. Duties of Officers

(a) The President is the chief executive officer of DBRN and, in general but subject to the control of the Board, supervises and controls the affairs of DBRN. The President must perform all duties incident to the office and any other duties as may be required by law, by the organizational instruments, or that may be assigned to him from time to time by the Board or by the members.

(b) In the absence of the President, or in the event of the President's inability or refusal to act, the immediate past-President will perform the duties of President. When acting as President, the immediate past-President has all the powers of, and is subject to all the restrictions on, the President.

(c) The Treasurer or Chief Financial Officer shall have the following duties and responsibilities:

(1) Certify and keep at the principal office of DBRN the original or a copy of its Bylaws as amended or otherwise altered to date.

(2) Keep at the Treasurer's principal office of DBRN a book of minutes of all meetings of the Board and members, recording the time and place of holding, whether regular or special, and, if special, how authorized, notice given, the names of those present at Board meetings, the number of members present at members' meetings, and the proceedings thereof.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.

(4) Be custodian of the records.

(5) Keep at the Treasurer's office of DBRN a membership book containing the name and address of each member. If a membership terminates, that fact must be recorded in the book, together with the manner of termination and the date on which the membership ceased.

(6) Exhibit at all reasonable times to any Board Member or elected officer of DBRN, or to his or her agent or attorney, on request, the Bylaws, the membership book, and minutes (if any) of the proceedings of Board and members' meetings.

(7) Exhibit at all reasonable times to any voting member, or to his or her agent or attorney, on written demand, for a purpose reasonably related to the interests of that member, the Bylaws, and minutes (if any) of Directors' or members' meetings. The Treasurer must exhibit these records at any time when required by the demand of 10 percent or more of the voting members.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or that may be assigned to the Treasurer from time to time by the Board or by the members.

(9) Have charge and custody of, and be responsible for, all funds of DBRN, and deposit all funds in the name of DBRN in the banks, trust companies, or other depositories selected by the Board.

(10) Receive, and give receipt for, moneys due and payable to DBRN from any source whatever.

(11) Disburse or cause to be disbursed the funds of DBRN as may be directed by the Board of Directors, taking proper vouchers for the disbursements.

(12) Keep and maintain adequate and correct accounts of DBRN's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(13) Exhibit at all reasonable times the books of account and financial records to any Board Member or elected officer of DBRN, or to his or her agent or attorney, on request.

(14) Exhibit at all reasonable times to any voting member, his or her agent or attorney, on written demand for a purpose reasonably related to the interests of the member, the books of account and financial records of DBRN.

4.06. Compensation. Officers serve without compensation.

4.07. Resignation. Any officer may resign at any time on written notice to DBRN without prejudice to the rights, if any, of DBRN under any contract to which the officer is a party.

4.08. Removal. Any or all officers may be removed from office at any time by the vote of a majority of the Active Members of DBRN.

4.09. Vacancies

(a) Vacancies in any office shall occur on the death, resignation, or removal of the officer or on the failure of the Board or members to fill the office.

(b) The Board may declare vacant the office of any officer if the officer is declared of unsound mind by order of court, is finally convicted of a felony, or if, within 60 days after notice of his or her election, the officer does not accept the office in writing or by attending a meeting of the Board.

(c) Vacancies for any officers will be filled by the Board at the next regular or special meeting at which a quorum is present following the vacancy.

(d) Officers appointed to fill vacancies hold office for the unexpired terms of their predecessors and until a successor is appointed or elected or until their removal or resignation as provided in these Bylaws.

ARTICLE V. COMMITTEES

5.01. Ad Hoc Committees. Ad hoc committees for specific purposes or activities may be designated from time to time by resolution of the Board. Committee Chairs will be appointed by the Board. Members of ad hoc committees will be appointed by their respective Chairs in the number deemed advisable, unless otherwise provided by the Board in its resolution designating an ad hoc committee. Except as otherwise provided by resolution, Committee Chairs and members must be members of DBRN. The Chair or any member may be removed from an ad hoc committee by the person or persons authorized to appoint the committee member whenever that person determines that the best interests of DBRN will be served by removal.

ARTICLE VI. RECORDS, REPORTS, FISCAL YEAR

6.01. Keeping Records. DBRN must keep adequate and correct records of account and proceedings of its members, Board, and committees of the Board. DBRN must also keep a

record of its members giving their names and addresses and the class of membership held by each. The minutes may be kept in written form; other books and records will be kept in either written form or in any other form capable of being converted into written form.

6.02. Financial Reports. The Treasurer will cause a quarterly financial report to be prepared and distributed at DBRN regular member meetings. The financial statement consists of a summary of receipts and disbursements, prepared in manner and form as is sanctioned by sound accounting practices.

6.03. Fiscal Year. The fiscal year of DBRN is the calendar year.

ARTICLE VII. EXECUTION OF INSTRUMENTS DEPOSITS, AND FUNDS

7.01. Execution of Instruments. The Board may by resolution authorize any officer or agent of DBRN to enter into any contract and deliver any instrument in the name of and on behalf of DBRN. This authority may be general or confined to specific instances, provided, however, that the contract or delivery is expressly authorized by the Bylaws and approved by the vote or written consent of a majority of the voting members of DBRN.

7.02. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, as provided in Section 7.01, or as otherwise required by law or by these Bylaws, checks, drafts, and other evidences of indebtedness of this DBRN must be signed by the Treasurer, President or any designated officer of DBRN.

7.03. Deposits. All funds of DBRN must be deposited from time to time to the credit of DBRN in banks, trust companies, or other depositaries as the Board may select.

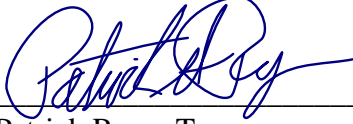
ARTICLE VIII. BYLAWS

8.01. Adoption, Amendment, and Repeal. These Bylaws become effective on their being signed by the President upon their adoption by the vote or written consent of a majority of the voting members of DBRN. Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the voting members of DBRN.

8.02. Certification and Inspection. The original or a copy of the Bylaws, as amended or otherwise altered to date, will be kept in a book that will be kept in the principal office of DBRN Treasurer. The book will be open to inspection by the members at all reasonable times during regular office hours.

CERTIFICATE OF TREASURER OF DIABLO BUSINESS REFERRAL NETWORK, A
CALIFORNIA NONPROFIT UNINCORPORATED ASSOCIATION

I hereby certify that I am the duly elected and acting Treasurer of Diablo Business Referral Network, and that the foregoing Bylaws constitute the Bylaws of this DBRN as duly adopted at a meeting of the Active Membership held on October 22, 2009.



Patrick Ryan, Treasurer

Dated: October 25, 2009