

Bylaws of
BUSINESS NETWORK OF THE DESERT
an Unincorporated Association

ARTICLE 1
PURPOSES

1.01. The purpose of the Business Network of the Desert (BND) is to meet weekly to exchange business referrals, promote and support members' businesses.

ARTICLE 2
OFFICES

2.01. Principal Office. The principal office of the Association for the transaction of its business is located at 69930 Highway 111, Suite 210, Riverside County, California.

2.02. Other Offices. The Association may also have offices at other places within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time by resolution designate.

2.03. Change of Address. The Board of Directors has full power and authority to change the principal office of the Association from one location to another in the County of Riverside, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE 3
MEMBERS

3.01. Classes of Membership and Rights. The Association will have one class of members only. The membership, voting, and other rights, interests and privileges of each member shall be equal.

3.02. Number of Members. There is no limit on the number of members that the Association may admit.

3.03. Qualifications. Qualifications for membership are as follows:

a. There will be a limit of one member representing each business category. In those instances where there is a conflict, the member already in that category would have the right to object to bringing in another member in the same or similar category. An individual can represent no more than one business category.

b. A guest may apply for membership after attending two (2) consecutive meetings (this rule does not apply to weeks with open forum since guests are restricted from attending member-only open forum meetings); however, the Board has the authority to make an exception to the two (2) consecutive meeting requirements on a case-by-case basis. If the prospective member is approved by a majority of the Board, then it would be brought before the entire membership for a vote, with the majority ruling. The membership chairperson may visit sites of prospective members and provide reports to membership as to the nature of the business.

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3.04. Acceptance. A guest, after attending two (2) meetings and submitting a complete and truthful application, along with payment of the Initiation Fees will be voted upon by the Board at the first board meeting following submission of the application, with the submission to the membership at the next regular meeting.

3.05. Transferability of Membership. Neither membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.

3.06. Termination of Membership. The membership of any member of the Association automatically terminates on the death of the member or on receipt of the member's written request for termination delivered to the President or Secretary of the Association personally or by United States mail. Termination of the 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, assessments, or other charges that accrue and remain unpaid at termination.

3.07. Forfeiture of Membership. A membership can be forfeited for the following reasons: 1) Members written notice of voluntary forfeiture; 2) Unpaid dues; 3) Lack of attendance at meetings. Members may reapply and will be voted on as if qualifying as a new member.

3.08. Rights on Termination. All rights and interests of a member in the Association cease on the termination of membership.

3.09. Reinstatement. Any member whose membership is terminated, other than by death, may be readmitted to membership by satisfying the then applicable membership requirements and complying with the provisions applicable to the admission of new members.

3.10. Voting of Membership. (a) Each member is entitled to one vote on each matter submitted to a vote of the members. (b) Voting will be by hand vote for all matters other than the election of Board members and officers. The election of Board members will be by secret ballot.

ARTICLE 4
FEES

4.01. Initiation Fee. An initiation fee in an amount determined by resolution of the Board of Directors and ratified by the members from time to time must be submitted with the application for membership. The application fee is nonrefundable, regardless of whether the application is accepted or denied.

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4.02. Annual Dues. All members must pay annual dues in the amount determined by resolution of the Board of Directors and ratified by the members from time to time. The first annual dues of each member is payable and must be submitted in full with the application for membership. For those who join BND during the course of a year, the dues will be prorated. Annual dues are payable in January of each year. Board officers are exempt from paying the annual dues during their term in office.

4.03. Breakfast Meeting Fees. The breakfast meeting fee shall be billed quarterly in December, March, June and September for the quarters beginning on the first day of the following month (e.g., December for quarter beginning January 1, March for quarter beginning April 1, etc.)

4.04. Delinquencies. It is the responsibility of each member to pay dues and fees on time. A late fee of \$10.00 will apply for dues not paid by the first meeting of the quarter. If dues remain unpaid after thirty (30) days without prior written appeal to and consent of the BND Board for extension, member will forfeit membership and will be unable to attend meetings unless and until dues in arrears are paid in full and membership status is reconfirmed (see Forfeiture of Membership).

4.05. Adjustments. Dues may be adjusted from time to time to accommodate actual fees and costs of the Association. Dues assessments (one time fees), where applicable, must be approved by the Board and seconded by a majority of the Membership. Breakfast is provided as a benefit of membership. Members who do not attend breakfast meetings are not entitled to an adjustment on breakfast meeting fees.

ARTICLE 5
MEETINGS OF MEMBERS

5.01. Weekly Meetings. Meetings will be held on a weekly basis, usually on a Friday between 7:00 am and 8:30 am in a location to be determined by the consent of a majority of the membership. The board may cancel meetings for holidays or by mutual consent of membership. The meeting schedule is as follows: from 7:00 to 7:30 breakfast networking and referral slip generation, and from 7:30 to 8:30 networking meeting.

5.02. Open Forum. The purpose of Open Forum is to allow the Board to discuss business with the membership as well as offering value-added programs to benefit BND members. A designated Board member chooses a topic or special agenda for these meetings, which may be held from time to time with advance notice to the membership.

5.03. Quarterly Functions. The Vice President shall plan one evening event and/or one evening mixer each quarter for the benefit of the membership. Members are encouraged to bring prospective members to these meetings.

5.04. Conduct of Meetings.

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(a) The President of the Association or, in his or her absence, the Vice President, will be Chairman of and preside over the meetings of members. The Secretary of the Association will act as the secretary of all meetings of members. However, in his or her absence, the Chairman of the meeting of members will appoint another person to act as secretary of the meeting.

(b) Non-members may be invited to speak to the Association from time to time on topics of relevance to the membership. Members may suggest names of outside speakers to the Vice President, who is responsible for maintaining the Association's schedule of speakers.

(c) The Robert's Rules of Order, as amended from time to time, will govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws.

5.05. Duties of Members.

(a) Regular attendance is expected from each member. Because the purpose of the group is to not only receive but to provide referrals and to exchange leads, participation is important. Any member missing more than three (3) of the regular meetings due to unexcused absences or six (6) total in any 3-month period will be put on probation. The member must then appear before the Board of Directors to explain why he/she should be entitled to retain their membership in the Association. A majority vote of the Board will then rule. A member can be present by proxy by calling any other member to give an infomercial in their absence.

(b) The Board may grant membership leave of absence for a member in good standing. This request must be for good cause and be submitted in writing to be voted upon at the next Board meeting. The member shall be notified of the Board's decision without delay.

(c) A referral is a person who IS awaiting a call "from a specific BND member." Each member is encouraged to provide leads and referrals to other members before considering an outside source whenever the opportunity arises. Then, each week, the member can complete a lead slip at the weekly meeting to be given credit for the referral. The member sponsoring a guest will receive a valid referral credit for the guest. If that guest applies for Membership and is accepted, the sponsoring member would receive a second referral credit for a new member.

(d) Incentives, at the discretion of the Board, shall be given to those members who actively participate in the referral process and recruitment of new members. Quarterly awards will be given to the member who gives the most valid and qualified referrals. The recipient must be a member in good standing - with acceptable attendance and current on any dues or fees. Additional awards may be presented as determined by the board.

(e) At a regular meeting, each member in good standing will be allowed to present a thirty-second (30) infomercial pertaining to their represented business category, except in cases when a member arrives late, after infomercials have been given. A member arriving after the infomercial segment will forfeit this opportunity, as the meeting agenda must be respected.

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Other announcements or information may be made at an appropriate time.

(f) Members in good standing shall periodically give a fifteen-minute (15) promotional talk about their represented business category. The talk shall be approximately ten minutes with a five-minute question-and-answer period. The Vice President shall schedule the talk. The member is expected to adhere to the preplanned schedule. The Vice President shall introduce the speaker and give a brief biography, which shall be provided by speaker prior to the speaking engagement. If unprepared or absent, the scheduled speaker will make arrangements with the Vice President to be added to the calendar for a future date. New members will be added to the speaker rotation at the earliest available date so members may learn of the new member's business, and what referrals are best for them.

(g) A member in good standing is encouraged to invite one or more guests to the regular Friday meetings. Guests may introduce themselves and their business. They may distribute business cards only. Guests are not allowed at Open Forum meetings.

ARTICLE 6
BOARD MEMBERS

6.01. Number. The Association shall have seven (7) Directors and collectively they shall be known as the Board or Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in the Bylaws. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

6.02. Qualifications. Any active member of this Association is qualified to be a Board Member.

6.03. Terms of Office. (a) Each Board Member hold office for a term of one year from the date of the Board Member's election, and until the Board Member's successor is elected. (b) Board Members, are eligible for reelection, provided they continue to meet the qualifications for office, but may not be elected to more than two consecutive terms.

6.04. Nomination. Any person qualified to be a Board Member under Section 7.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

6.05. Election. The Board Members will be elected at each annual meeting of the members.

6.06. Compensation. Directors shall serve without compensation except that they shall be allowed and get paid for their actual and necessary expenses incurred in conducting the business of the Corporation. Any reimbursable expenses of Directors shall be approved by the Board in advance.

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6.07. 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, or by these Bylaws.

(b) To employ officers, agents, and employees as may be authorized from time to time by the vote or written consent of a majority of the voting members of the Association.

(c) To supervise all officers, agents, and employees of this Associate to ensure that their duties are properly performed.

(d) To register their addresses and email addresses with the Secretary of the Association, and notices of meetings mailed or emailed to them at those addresses constitute valid notice of the meeting.

6.08. Standard of Care. Each Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Association, and with such care, as an ordinarily prudent person in a similar position would use under similar circumstances.

6.09. Dispute Resolution. Member disputes should be brought to the Board's attention immediately. The dispute will be argued on at a time outside the presence of the membership. The Board will then consider the arguments, discuss solutions at the next Board meeting, and decide by quorum to present a solution to the parties.

6.10. Meetings.

(a) Regular meetings of the Board shall be held, without call or notice, on the first Friday of each month immediately after the meeting of the members, at the same place as the meeting of the members, unless such day falls on a legal holiday in which event the regular meeting shall be held at the same place on the next Friday that is not a legal holiday.

(b) Special meetings of the Board may be called by the President or any Vice-President or the Secretary 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 the Association's records or made a part of the minutes of the meeting.

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(c) 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 the Bylaws.

(d) Except as otherwise provided 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 or these Bylaws.

(e) The President of the Association or, in his or her absence, the Vice-President, or in his or her absence, any Board Member selected by the Board then present, will preside at meetings of the Board. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary 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.

(f) 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.

(g) The Robert's Rules of Order, as amended from time to time, will govern the meetings of the board insofar as those rules are not inconsistent with or in conflict with these Bylaws.

6.11. 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.

6.12. 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 the Association. 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 these Bylaws.

6.13. Vacancies.

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(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 the 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 the 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, or by an amendment to the 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 the Association 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.

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

ARTICLE 7
OFFICERS

7.01. Number and Titles. The officers of the Association will be a President, a Vice-President, a Secretary, a Treasurer, a Membership Chairperson, and a Director at Large, and those other officers with such titles and duties as determined by the Board.

7.02. Qualifications. Any active member of this Association who is a director is qualified to be an officer.

7.03. Election. The officers to be selected from among the board members will be elected by the vote of a majority of the voting members of the Association at the annual meeting of the members held in December.

7.04. Terms of Office. The officers will serve for a twelve-month (12) term, or until the next annual election of officers and until their successors are qualified and elected.

7.05. Duties of Officers.

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(a) **President:** Acts as the Group Leader; presiding over weekly meetings, facilitating discussions at meetings, coordinating activities of the other officers, offering assistance and delegating tasks as needed. The President is responsible for facilitating membership goals, relationship building and problem solving. The President tracks goals and makes every effort to keep meetings and speakers on time. He/she works with Vice-President to establish a weekly agenda as well as an agenda for monthly Board meetings.

(b) **Vice President:** Conducts meetings in absence of the President. Schedules and announces speakers for the weekly 10-minute presentations as well as for quarterly events, and assists in the planning of quarterly mixers. Prepares and keeps quarterly calendar and announces upcoming events at meetings. He/she works with President to establish a weekly agenda as well as an agenda for monthly Board meetings. The Vice President replaces the President if the President cannot fulfill his/her terms.

(c) **Treasurer:** Bills for and collects dues and fees, pays expenses, maintains the checking account and records of the group and provides monthly financial reports. The Treasurer is instrumental in the preparation and tracking of the annual budget.

(d) **Secretary:** Takes, maintains and publishes minutes of the Board meetings. The Secretary works closely with other board members to arrange for preparation, filing and maintenance of organizational documents including but not limited to legal affairs, monthly membership rosters, other monthly reports, meeting minutes, calendar, annual budgets, etc., and publishes same to membership from time to time as determined by the Board.

(e) **Membership Chairperson:** Takes weekly attendance and maintains current membership list. Advises prospective members of eligibility, welcomes new members, prepares and presents membership materials to new members. Works closely with other Board members, such as the Secretary and Treasurer, in the record-keeping process. Notifies members when their membership has been forfeited. Collects and tabulates referral slips and presents awards.

(f) **Director At Large:** A Board member who volunteers to assist the Board as well as carry out special assignments as needed. Will head an ad hoc committee made up of members to promote membership and can take the place of any vacancies on the board.

7.06. Compensation. Officers serve without compensation.

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

7.08. Removal. Any or all officers may be removed from office at any time by the vote of a majority of the Board of the Association. In the case of the removal of any officer, a new officer will be appointed to serve the unexpired portion of the term of the removed officer at the meeting at which the officer is removed.

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7.09. Vacancies.

(a) Vacancies in the office of President, Vice-President, Secretary, or Treasurer occur on the death, resignation, or removal of the officer or on the failure of the members to fill the office.

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

(c) Vacancies caused by the death, resignation, or disability of an officer will be filled by the members at the next regular or special meeting at which a quorum is present following the vacancy.

(d) Vacancies resulting from the removal of an officer will be filled as prescribed in Section 8.08.

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

ARTICLE 8
RECORDS, REPORTS AND FISCAL YEAR

8.01. Keeping Records. The Association must keep adequate and correct records of account and minutes of the proceedings of its members, and Board. The Association must also keep a records of its members names and addresses. The minutes will 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.

8.02. Annual Report. The Board will cause an annual report, including a financial statement, to be delivered to the members not later than 120 days after the close of the Association's fiscal year. The annual report must summarize the Association's activities for the preceding year and activities projected for the forthcoming year. The financial statement consists of a balance sheet as of the close of business of the Association's fiscal year and a summary of receipts and disbursements, prepared in manner and form as is sanctioned by sound accounting practices. The financial statement must be certified by the Treasurer or a public accountant.

8.03. Fiscal Year. The fiscal year of the Association is the calendar year.

ARTICLE 9
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

9.01. Execution of Instruments. The Board, except as otherwise expressly provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any

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contract and deliver any instrument in the name of and on behalf of the Association.

9.02. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association must be signed by the Treasurer and countersigned by the President of the Association.

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

ARTICLE 10
Bylaws

10.01. Adoption, Amendment, and Repeal. These Bylaws become effective on their being adopted by the vote of a majority of the members of this Association. 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 members of the Association.

10.02. Procedure for Amendments to Bylaws: This document is dynamic and shall be expected to change as the needs of BND change. Recommendations and/or amendments to this document may be submitted in writing by a member to a Board member at any time. Amendments will be considered by the Board on a quarterly basis. If the Board deems a change appropriate, amendments will be accepted by a quorum of the Board; presented at the next open forum to membership and incorporated by majority vote of membership.

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CERTIFICATE OF SECRETARY OF BUSINESS NETWORK OF THE DESERT,
A CALIFORNIA UNINCORPORATED ASSOCIATION

I hereby certify that I am the duly elected and acting Secretary of this association and that the foregoing Bylaws, comprising twelve (12) pages including the page of this Certificate, constitute the Bylaws of this association as duly adopted at a meeting of the members held on _____, 2006.

Dated: _____

Secretary