

Diablo Business Referral Network

Charter Rules and Regulations January 2007

The Diablo Business Referral Network is a California unincorporated nonprofit association within the meaning of California Corporations Code Section 21000.

Its purpose is to facilitate the mutual development and improvement of members' businesses through weekly forums and referral activities.

The DBRN general membership is composed of active business people who neither compete nor conflict with each other.

DBRN members are committed to use ethical business principles and practices in providing and/or receiving business referrals.

Rules and Regulations Governing DBRN

Membership:

1. Criteria for membership: members must have a well established, full time business located in the Tri-Valley Area with 80% of the member's business being conducted in their designated category.
2. Membership Categories:
 - Active Member – The basic goal of active membership is to exchange business referrals and to expose the club goals to other businesses not in direct conflict with existing members. A member should be prepared to attend regular meetings with leads/referrals for the general membership or should have done business with a member since the last meeting.
 - Associate Member – The basic goal of associate membership is to retain formerly active members in good standing who have vacated their business category and who can give leads, but who are unable to accept them.
3. If a member changes companies or their company designates a new individual to be the primary representative to the DBRN, their category will be determined open and the application/reapplication process will be set in motion and governed by the DBRN New Membership bylaws. Application fees for this process will apply to new businesses or individuals only.
4. Change of membership or business categories: The member desiring a change in membership status or business category must submit an application for membership to be approved by the Board of Directors. The Board will refer the matter with a recommendation for a vote of the membership to allow or disallow the change. If the category is in conflict

- with another member in good standing, the Board of Directors will reject the application.
5. When a complaint arises as a result of personal or professional ethics, the parties involved are required to appear before the Board to resolve the situation.
 6. A member may be removed from attendance of a meeting and/or from membership by a majority vote of the Board of Directors.
 7. Any changes to the Rules and Regulations must be voted on and approved by the Board and then voted on and approved by the majority of the members present.

New Membership

1. A prospective member is nominated by a current member or can be nominated by the Board of Directors. Acceptance of application for membership is upon by the members in good standing. Prospective members may tender their application at anytime but may attend no more than three regular meetings before submitting their application for membership. If a prospective member's application is in question he or she may attend a meeting of the Board of Directors to resolve the situation.
2. Prospective members will be voted upon monthly by the Board and presented to the membership for advice and consent.
3. Within 30 days after membership has been approved, members are to prepare a one-page profile regarding their businesses.
4. An applicant must submit a check for \$120. with the application for membership. This will pay for the application fee of \$25. and quarterly dues of \$95. The application fee will be used for the purchase of membership materials and cover all administrative costs. Included in this fee will be a permanent name badge. If the member loses the badge, replacement cost will be the responsibility of the member. DBRN will order a new badge and bill the member.
5. Prospective members are not to solicit business of members, make sales calls on members, or distribute business cards, etc. until membership has been approved by the Board. Prospective members will be allowed, when requested, to provide any information requested.
6. Prospective members are limited to self-introductions until the Board approves their membership.

Associate Membership

1. Prospective Associate members are subject to the same review and approval process as new members.
2. Application fees are waived. Quarterly dues are \$25. and cover only the cost of regularly scheduled meetings. Special events are billed at a price

to be set by the Board of Directors. Member must purchase a new badge with name only as there is no reference to business affiliation.

3. Associate Members are not to solicit business of members, make sales calls on members, or otherwise distribute business promotional material. Associate members may give presentations that convey knowledge of broad interest to the business community and may host off site activities at business related non profit organizations. Associate members are to continue referring business opportunities to Active members.

Board of Directors

Number and Qualification of Directors:

1. The number of directors of DBRN shall not be less than five (5) or more than nine (9) until changed by amendment of the Bylaws, duly adopted by the vote or written consent of holders of a majority of the outstanding DBRN members. The exact number of directors shall be fixed from time to time, by the vote of a majority of the DBRN members entitled to vote at a duly held meeting at which a quorum is present, or the by the written consent of a majority of the DBRN members entitled to vote, or by the Board of Directors.
2. Subject to the foregoing provisions for changing the number of directors, the number of directors of the corporation has been fixed at seven (7). All directors shall be DBRN members in good standing.

Officers of DBRN:

1. The officers of DBRN shall be a president, and a chief financial officer ("treasurer"). DBRN, at the discretion of the board of directors, may have one or more vice presidents and such other officers as may be appointed at the discretion of the board of directors. Any number of offices may be held by the same person. All officers shall be DBRN members in good standing. Each elected and appointed officer shall hold office until the first meeting in March when officers are elected on an annual basis.
2. The Board of Directors is comprised on a President, Past President, Chief Financial Officer, Program Chairman, Membership Chairman, Social Chairman and one Director at Large, elected for 2 year staggered terms.
3. The election of officers shall be held at the first meeting in March. A nomination committee will consist of the immediate past president and two members of the general membership. The nomination committee shall contact the general membership in regard to recommendations for a slate of officers. Nominations can also be taken from the floor. Voting will be by the current membership.
4. If an elective office becomes vacant during mid-term, the Board of Directors will promptly fill the vacancy from the current membership.

5. Board meetings will be held the first Thursday of each month at 8:30 a.m. after the general meeting held at the designated meeting place. A member of the board will take minutes.
6. All records of the Board meetings are available to the general membership.

Meetings:

1. General meetings are held every Thursday morning from 7:30 a.m. to 8:30 a.m. promptly at the designated meeting place, with the exception of the fifth Thursday of the month, which may be cancelled.
2. No smoking will be observed at all general and board meetings.

Attendance:

1. Attendance at meetings is paramount to the purpose and goals of the DBRN. Any member/alternate continually late or missing four (4) regular meetings without notification to the DBRN President or a Board member consisting of six (6) absences in a quarter will be subject to a loss of membership or protected member category.
2. Representation to the DBRN is by the attendance of the member or a previously recognized alternate. If an alternate attends more than five (5) meetings within a quarter, the membership has the option to ask for a vote from the floor as to whether the alternate will continue as an alternate or apply for membership as the primary representative of that business. In the event of this change of representation, the process of reapplying will be set in motion as governed by DBRN bylaws "Membership" #3.

Dues:

1. Dues are billed quarterly on December 1, March 1, June 1, and September 1. Dues are to be paid by the first of the following month: January 1, April 1, July 1, and October 1.
2. All members are expected to prepay all dues. A \$25. penalty will be added to the quarterly dues if not received by the treasurer prior to the first meeting of the new quarter. If dues are not paid, the member's name will not appear on the roster.
3. If dues are not paid within 60 days of first notification, the member will be dropped and a new business may be voted into that category. Other financial arrangements may be made with the Board for reason of financial hardship.
4. A member in good standing has the right to go on inactive status for one quarter with prior consent of the Board of Directors. On half normal dues will be paid during inactive status.
5. A loss of a member's personal membership category allows DBRN to seek new DBRN members relating to the same member category.

Therefore, DBRN could have two or more members in the same profession and business. In the event the business category does not have two or more members, reinstatement to a protected membership category will require 80% attendance during the next DBRN quarterly meetings.