

**BYLAWS OF THE
DIAMOND BUSINESS ASSOCIATION, INC**

ARTICLE I Recitals and Definitions

Section 1. Name of Corporation. The name of this Corporation shall be the Diamond Business Association, INC and shall be referred to as the 'Corporation'.

Section 2. Corporation Is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under such law.

Section 3. Specific Purpose. The purposes for which this Corporation is formed are to foster economic prosperity by advocating for and promoting the growth of businesses in San Diego County. As well as the surrounding community of Southeast San Diego, as an international marketplace; to create partnerships between business individuals, entities, nonprofits, corporate professionals, and entrepreneurs, whether store front or home based. That promote economic revitalization and combat deterioration in the community served by the Diamond Business Association. Business improvements also include any other related activities which will directly improve the economic prosperity of businesses in San Diego County. All activities shall be nonpartisan, nonsectarian and nondiscriminatory against any person by reason of race, color, national origin, religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

ARTICLE II Principal Office

Section 1. Principal Office. The principal office for the Corporation shall be in Southeast San Diego, or other location in the County of San Diego as may from time to time be designated by the Board of Directors.

ARTICLE III Membership

Section 1.

Members of the Corporation shall be any business individuals, entities, nonprofits, corporate professionals, and entrepreneurs, whether store front or home based.

A - Applications of Members must be renewed each year and fees paid on or before July 1st of each year. The Diamond Business Association reserves the right to refuse membership to any business, entity or individual.

B- Any Member may resign from membership in the Diamond Business Association, upon giving written notice to the Secretary of the Corporation. Members who resign shall not be entitled to any refund of any dues therefore paid.

C- All annual membership fees and donations are non-refundable. Any expulsion, suspension, or termination of a Member for cause shall be approved by two-thirds (2/3) vote of the Board of Directors and shall be in accordance with the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV Delegates

Section 1. Delegates. Each Member or may be represented by a Delegate upon written notification from the Member or to the Board of Directors. Each Delegate shall represent only one Member.

Section 2. Alternate Delegates. Each Member may adopt procedures to select a first and second Alternate Delegate, as defined herein, to represent the Member.

ARTICLE V Meetings of Members

Section 1. Annual Meetings. The annual meeting of Members shall be held in San Diego, California on a date and time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings may be called at any time by a majority vote of the Board of Directors, or by one third (1/3) of the current Membership.

Section 3. Notice. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be electronically delivered or hand delivered or sent by first class mail, charges prepaid, not less than 10 nor more than 90 days before the date of the meeting to each such Member who is entitled to vote. The notice shall state the place, date, and time of the meeting, and, in the case of a special meeting, the general nature of the business to be transacted, in accordance with the California Nonprofit Public Benefit Corporation Law.

Section 4. Voting. Each Member shall cast only one vote on any matter submitted to a vote. There shall be no cumulative or proxy voting. If a quorum is present, the affirmative vote of the majority of the Members present shall be the act of the Corporation. All voting rights shall be in accordance with the California Nonprofit Public Benefit Corporation Law.

Section 5. Action Without Meeting. Any action required or permitted to be taken by the Members may be taken without a meeting in accordance with the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI Board of Directors

Section 1. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number and Qualifications of Directors. The Corporation shall have a minimum of five and a maximum of thirteen Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at San Diego, California, or at such other times as may be authorized by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Vice President or shall be called by the President or Vice President upon written application of a majority of all Directors or a majority of all members. The purpose of the special meeting shall be stated in the notice of such meeting, which shall also designate the time and place thereof. Such notice shall be sent by first class mail not less than four days before the meeting, or forty-eight (48) hours in advance of such meeting, if 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.

Section 5. Quorum. A majority of the authorized number of Directors present shall constitute a quorum for the transaction of business.

Section 6. Voting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 7. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting in accordance with the California Nonprofit Public Benefit Corporation Law.

Section 8. Term. Directors shall hold office for two years and their terms shall be staggered at one-year intervals, with one-half the number of Directors elected at the annual meeting of the Members. No Director shall serve more than two consecutive terms. However, once a Director has completed their maximum terms of service, they may be reelected as a Director after a one-year hiatus.