

CONSTITUTION AND BY-LAWS OF
TIPPERS PROFESSIONAL BUSINESS
ASSOCIATION INC.
OF LONG BEACH

Article I

NAME

The name of the organization shall be Tippers Professional Business Association Inc. of Long Beach. It shall be an incorporated association not for profit under the laws and State of California. It shall have a shortened nickname, "The Tippers."

Article II

OBJECTIVES

1. To provide service to members of the association by operating as a forum for the mutual exchange of referral of business.
2. To encourage mutual exchange and referral of business through advertising among its members.
3. To promote fellowship and cooperation among its members through a better understanding of the services and products of its members, provided, however, that Tippers Professional Business Association Inc. does not endorse the businesses, services or products of any of its members.

Article III

MEMBERSHIP QUALIFICATIONS

1. Except as provided in paragraph 2, Membership in the club shall be limited to those persons of good character and sound business reputation who are engaged in a business or profession in the Greater Long Beach Area.
2. When a Tipper enters into bona fide retirement while a member in good standing of Tippers, he or she may, instead of resigning from the club, elect to be reclassified as a "Retired Member." Retired Members retain all of the privileges and obligations of regular membership.
3. (a) Except for the retired member classification which shall be non-exclusive, membership in the club shall be limited to one (1) in each business category or profession;

(b) There may be more than one member in a business category or profession when it qualifies as a sub-specialty in that profession or business;

(c) No more than one person employed by or associated with the same business entity shall be eligible for membership.

4. All memberships shall be held by and in the name of an individual, not a corporation or partnership.

5. Members may not hold membership in any other organization whose primary purpose is to provide for the exchange or referral of business between members.

6. Proposals for membership shall be transmitted to the Board of Directors upon recommendation of the membership chairperson, and the Board may require proof of an applicant's honesty, integrity and reputation for fair dealing. The favorable vote of a majority of the members of the Board of Directors shall be required to admit the applicant to membership in the club.

7. Proposals for change in classification to Retired Member shall be submitted in writing to the Board of Directors on a form which may be obtained from the club Secretary.

8. All prospective new members shall be given a copy of the By-Laws prior to the time they submit their application for membership.

Article IV

MEMBERSHIP CLASSIFICATIONS

1. There shall be two classes of membership in this association, defined as follows:

a. Active: An active member is one whose membership has been approved pursuant to Article III and who has paid the initiation fees required under Article VII (1). A member shall remain an active member until their membership is terminated by resignation or pursuant to Article V or converted to lifetime status pursuant to this Article.

b. Lifetime: The Board of Directors may confer lifetime membership status on a member who meets all of the following criteria:

(1) Is or was a member in good standing for at least ten continuous years;

(2) Has retired or relocated out of the area;

(3) Has performed exceptional services for the Club.

Lifetime members are excused from paying dues. They may attend any Club events by paying the same fee required of an Active member. Lifetime members may receive the Topper by submitting their address and a check for the yearly postage to the Club office. Upon concerning of Lifetime status, the Lifetime member's category becomes open and may be filled by a qualified candidate pursuant to these Articles.

2. An active member may submit a written request to any Board member for a Leave of Absence. The request shall specify the personal or business reasons for the

request and the length of leave requested. Upon majority vote, the Board may grant the leave of absence for a period not to exceed three months. During the leave, the member must keep his or her dues current. The leave may be continued for an additional three months at the discretion of the Board.

Article V

TERMINATION OF MEMBERSHIP

1. Membership shall terminate upon the occurrence of any one of the following:
 - (a) Death of a member.
 - (b) Member's written resignation submitted to the Board of Directors.
 - (c) Failure of a member to pay membership dues in the amount and manner specified in Article VII. A member shall be deemed to have failed to pay dues if, on the first business day of any one calendar quarter, any portion of the member's dues for the preceding quarter is unpaid. However, membership may be reinstated by the Board of Directors upon such conditions as the Board may prescribe.
 - (d) Failure of a member to attend at least one-half of the regular club meetings during any one calendar quarter. The Board shall have the power to grant exceptions to the provisions of this paragraph should there be found to exist circumstances determined by the Board of Directors to warrant such exceptions.

2. In addition to the reason stated above, a member may be terminated for any of the following:
 - (a) Business practices which offend commonly accepted business ethics or principles;
 - (b) A felony conviction involving moral turpitude;
 - (c) The inability of a regular member to qualify for membership under the provisions of Section 2 of Article III of these By-Laws;
 - (d) Cessation of business in the Greater Long Beach Area.

3. For any termination under Section 2 of Article V, the Board shall first consider the information available to it and shall make a preliminary determination whether the information warrants further action. If the Board determines the information warrants further action, it shall gather such additional information as it deems necessary to make its final determination. No member, however, shall be terminated or restricted without the opportunity for that member to be personally heard by the Board prior to any final determination being made. No member shall be terminated under Article V, Section 2, except by a two-thirds vote of the Board sitting with at least a quorum.

4. Allegations of the business practices such as described in Section 2(a) of this Article will be considered by the Board only if presented in writing by a member in good standing.

Article VI

GENERAL RULES

1. There shall be no remuneration or gratuity for "tips" or other referral of business between members.

2. No member shall expect to receive any discount or other preferential treatment from any other member solely on the basis of membership in Tippers Professional Business Association Inc.

3. It is expected that all Tipper members are to regard other members with the highest sense of ethical standards and they shall refrain from sexual harassment and other unethical conduct.

Article VII

DUES

1. The initiation fee for regular members shall be in an amount as determined by the Board of Directors.

2. The Board of Directors is charged with the responsibility of establishing and maintaining such structure of dues as may be necessary for sound financial management of the club as a non-profit association.

3. All dues are payable in advance on a quarterly basis. There shall be no bartering of goods and/or exchange of services for payment of dues. Failure to pay dues before the expiration of the calendar quarter for which they are billed shall be grounds for termination of membership as provided in Article V, Section 1.(c).

4. A \$1.00 fee per meeting will be assessed to each member attending the meeting.

Article VIII

BOARD OF DIRECTORS

1. This organization shall be governed by a Board of Directors who shall take office at the beginning of the calendar year and shall serve until succeeded. The board shall consist of eleven (11) members, determined pursuant to the provisions of Article X.

2. The duties of officers and directors shall commence at the first general meeting in January of each year.

3. Five (5) members present and voting shall constitute a quorum. The majority vote shall be required for all actions of the Board unless otherwise specified in the By-Laws.

4. The President shall have the power to fill all vacancies on the Board, including the several offices.

5. At no time shall the Board of Directors authorize the expenditure of funds or contract debts in excess of the amount of money in the club treasury.

6. In order to provide for consistency, fairness and the continued vitality of this Association, the Board may promulgate such rules and policies as it deems necessary or proper so long as they do not conflict with these By-Laws. Such rules, procedures or guidelines shall be in writing and shall be made available to any member requesting a copy.

7. No person, by virtue of their membership on the Board, shall be entitled to any privilege, exemption or other benefit not available to the general membership.

Article IX

OFFICERS

1. The officers shall be as follows:

(a) President: The President shall preside at all meetings of the club and the Board of Directors. He shall perform all duties of his office, including the appointment of all committees. He shall be an ex-officio member of all committees.

(b) Vice President: There shall be a Vice President who shall act in the absence of the President.

(c) Secretary: There shall be a Secretary who shall perform all duties incident to that office with the exception that no minutes will be kept for regular weekly Club meetings.

(d) Treasurer: The Treasurer shall perform all duties incident to that office and shall have custody of the funds of the club and handle all receipts and disbursements. Checks may be signed by any two of the officers of the club.

Article X

NOMINATIONS, ELECTIONS AND APPOINTMENTS

1. NOMINATIONS

(a) Prior to the last regular meeting in September, the President shall appoint a Nomination Committee consisting of no less than five (5) members. Prior to the last regular meeting in September, announcements shall be made at the regular meetings and posted in the Topper notifying the membership that nominations at large will be accepted for the Board of Directors. The announcements shall specify the method for submitting nominations, the deadline for submission and the date of the election.

(b) The Nomination Committee shall nominate no less than eight (8) persons as candidates for election to the Board of Directors. The nominations so made shall be reported by the Nomination Committee to the general membership at the second meeting in October of each year.

(c) The Nomination Committee shall do all acts and adopt such rules as may be reasonably required to make such nominations.

2. Additional nominations for election to the Board of Directors may also be made by petition signed by three (3) or more members and presented to the Nomination Committee within one week of the submission of its recommendations to the general membership.

3. ELECTION OF DIRECTORS

(a) An annual meeting of the members for the election of the Board of Directors shall be held at the last regular meeting in October of each year.

(b) Each member in good standing present at the meeting shall be entitled to one vote, which shall be cast by secret ballot. The members present at the meeting shall constitute a quorum for the purpose of such meeting.

(c) From the list of candidates, the members present at the meeting shall vote for eight (8) members to serve on the Board of Directors. Any ballot containing less than eight (8) or more than eight (8) votes shall be void.

(d) The Board of Directors shall be comprised of eleven (11) members, including the immediate Past President, the President, Vice President, Secretary and Treasurer.

(e) Within three weeks after the election, the President and the newly elected members of the Board shall meet and select from the newly elected Board members, a President and Vice President by majority vote. It shall be the responsibility of the President to call for and chair the meeting.

(f) Prior to the last regular meeting of the year, the newly selected President shall appoint a Secretary and Treasurer. The Secretary and Treasurer positions may be filled by any Tipper in good standing. In the event the President should appoint any newly elected Board member to serve as Secretary or Treasurer, a vacancy shall exist in the required eleven (11) member Board which shall be filled by the unsuccessful candidate receiving the most votes in the election. In the event that two or more unsuccessful

candidates are tied with the most votes, the President shall choose the new Board member from the tied candidates.

(g) During the seven days preceding election day, the club Secretary will provide absentee ballots to those members who ask for them. Such members then become ineligible for the balloting on election day and can vote only by returning completed absentee ballots to the Secretary before the start of balloting on election day.

Just prior to the start of balloting, the Secretary will present to those conducting the election all completed absentee ballots then in the Secretary's possession, along with a list of those members who were given such ballots.

Absentee ballots may be distributed and returned by such means as U. S. mail, messenger, facsimile process, etc.; however, a completed ballot which is not personally handed to the Secretary must be authenticated by the voting member's signature.

Article XI

REGULAR MEETINGS

Meetings shall be held each Friday or on such other day as shall be designated by the Board of Directors.

Article XII

ORGANIZATION

There shall be such special committees as shall be needed by the organization and will be designated by the President.

Article XIII

AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any meeting, provided at least one-half (1/2) of the membership is in attendance. Members are to be notified of said meeting and provided with a copy of the proposed amendment(s).

(As Amended February 2, 2001)