

LIVINGSTON BUSINESS REFERRAL ASSOCIATION POLICIES

General Statement:

These policies are intended to supplement the Livingston Business Referral Association Bylaws.

Attendance Policy (11/98)

Each member is expected to maintain attendance in accordance with the Bylaws. Each member is allowed three (3) unexcused absences during a term. A term is defined as the term of officers which runs six (6) months. An absence is unexcused if the member does not call the number provided by the officers prior to such absence. Each member is further allowed three (3) excused absences during a term. An excused absence is one in which the member calls the phone number provided prior to the scheduled meeting and is not able to attend the meeting for good cause. Good cause includes, but is not limited to, illness, car trouble, severe weather, business conflict, and death in the family. No member shall be allowed more than two (2) consecutive absences, excused, unexcused or both, at any time. In no event will unused absences carry over from one term to a subsequent term.

Any member who has absences beyond those allowed by this policy will be subject to having their membership terminated by the officers. In the event of termination of membership, an officer of the Association shall call such member and notify them of the termination. The member may offer an explanation for such absences and may request the officers to reconsider such termination. The determination or re-determination, as appropriate, of the officers shall be final and binding on the member and on the Association.

Notwithstanding the above, upon request by any member, the officers may grant a leave of absence for good cause. Good cause in this instance may include things such as illness or death in the family or any similar happening.

Conflicts Policy (11/98)

In the event a member has a conflict or concern with another member, that member is strongly advised to approach the other member and address the conflict or concern. An example of a conflict or concern may include things such as a complaint arising out of a lead passed by the referring member (such as poor quality, failure to follow up or return phone calls, etc.). If the members are not able to resolve their conflict among themselves, the second step shall be for the first member to notify the Vice President of the Association of the conflict. The Vice President shall address the problem with the Officers and then contact the other member in an effort to resolve the conflict. If the conflict cannot be resolved, the Officers may determine a course of action that is appropriate which may include termination of the membership of the member found to be at fault.

**BYLAWS
OF
LIVINGSTON BUSINESS REFERRAL ASSOCIATION
A Non-Profit Corporation**

**ARTICLE I
OFFICES**

1.01. Principal Office. The principal office of the corporation shall be at such place within the state of Michigan as the officers shall determine from time to time.

1.02 Meeting Place. The officers of the corporation also may establish a location for its regular member meetings and may change the meeting place from time to time as the officers deem appropriate.

**ARTICLE II
LOGO**

2.01 Logo. The corporation may have a logo in the form that the officers may from time to time determine. If a Logo is established, it shall be used when ever practical on literature and correspondence of the corporation.

**ARTICLE III
MEMBERSHIP**

3.01 Membership. The corporation shall be formed on a membership basis. The officers of the corporation may determine the requirements for membership which shall include, at a minimum, (1) that any and all members be representatives of businesses either located in Livingston County or doing substantial business in Livingston County, (2) that any and all members shall be required, as a condition of continued membership, to pass leads to other business members for the purpose of growing the business of all members collectively, (3) that each member business represent a unique area of business which is not represented by another business member. Membership in the corporation shall be non-transferable to outside organizations and any transfer in violation of these bi-laws shall be void unless it has been approved by the officers.

3.02 Admission to Membership. Prior to the admission to membership of any prospective member, such member shall meet the requirements specified in 3.01 above and shall (1) attend two consecutive regular member meetings as a guest of a regular member, (2) agree to actively seek business leads, as defined in Article IV, for other members of the corporation, (3) apply for membership in the form prescribed by the officers, (4) be sponsored by a member of the corporation who is in good standing, (5) be interviewed by the New Membership Committee, and if the Committee approves the new member (6) pay an initiation fee as determined by the officers (said fee shall include the initial membership dues and one free month of regular dues).

3.03 Membership Committee. The officers shall elect a committee which shall be comprised of three of the regular members whose purpose shall be to interview and

approve or disapprove new applicants for membership. The Membership Committee shall meet after the regular meeting for a period of time adequate to interview any new applicants. If at any one meeting, there are more than two applicants, or if the Membership Committee, in its own discretion, determines that there is not adequate time to interview all of the applicants, the Membership Committee shall adjourn the application hearings until after the next regular meeting. In such event, if the applicant has already attended two regular meetings, such applicant(s) shall be given the opportunity to attend the next meeting as a guest without charge.

3.04 Attendance. Attendance at the regular member meetings is mandatory. All members shall use their best efforts to attend all member meetings. If a member cannot be present for any reason, said member may have another representative of his/her business present at the member meeting and in such event, the member's absence shall not be counted as an unexcused absence. If a member cannot attend any regular meeting for good cause, as determined by the officers, and such member(s) call one of the other members at least the day before the regular meeting, such absence shall be counted as an excused absence.

3.06 Absences From Regular Meetings. Each member shall be allowed three unexcused absences per term. A term is defined as the six (6) month period after the election of officers as defined below. A member is allowed a reasonable number of excused absences per term, as determined by the officers of the corporation. Absences, both excused and unexcused, shall not be carried over into any following term.

3.07 Termination of Membership. Any members who exceeds the allowable number of absences, as defined above, shall be subject to termination of his/her membership in the corporation. A member may also have his/her membership terminated for insubordination as determined by the officers of the corporation. In the event of a termination, said member shall be given notice of such termination, except that neither the officers nor any other member of the corporation shall be required to take extraordinary steps to give such notice.

ARTICLE IV PASSING OF BUSINESS LEADS

4.01 Passing of Leads. The primary purpose of the corporation is to provide a forum for business members of Livingston County and businesses who do substantial business in Livingston County, to pass business leads to other members of the corporation. All members of the corporation shall be provided with lead slips in the form determined by the officers of the corporation on which they shall write down the pertinent information to allow the receiver of the lead to follow up with that person or business. A good business lead is defined as one in which an individual or business person has expressed an interest in a product or service which is provided by a member of the corporation. In completing the lead slip, the referring member shall list, as a minimum, the contact's name, address, phone number and a brief description of the product or service of interest. All members shall make a good faith effort to actively and continuously seek new leads for the members of the corporation.

4.02 No Benefit to the Corporation. The corporation shall receive no direct benefit or compensation for any business which results from the passing of any lead. The corporation is formed as a non-profit corporation and shall at all times act consistently with the provisions of Section 501(c)(6) of the Internal Revenue Code. Any member whose acts are inconsistent with the provision of this Section 4.02, shall be subject to immediate termination from membership in the corporation.

ARTICLE V BI-ANNUAL MEMBER MEETINGS

5.01 Location of Meetings. All bi-annual member meetings shall be held at the principal office of the corporation or at any other place that shall be determined by the officers and stated in the notice of meeting.

5.02 Bi-Annual Meeting. The bi-annual member meetings shall be held on the last Wednesday of the last calendar month of the term at 7:00 a.m.. Officers shall be elected at each bi-annual meeting and such other business transacted as may come before the meeting.

5.03 Special Meetings. Special meetings of members may be called by the president and shall be called by the president or secretary at the written request of any member. The request shall state the purpose or purposes for which the meeting is to be called.

5.04 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a bi-annual member meeting shall be given not less than 10 nor more than 60 days before the date of the meeting to each member, either personally or by mailing the notice to his last address as it appears on the books of the corporation. No notice need be given of an adjourned by annual member meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting the only business to be transacted is business that might have been transacted at the original meeting. However, if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to notice on the new record date as provided in this bylaw.

5.05 Record Dates. The officers may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a meeting of members or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of determining members of any action. The date fixed shall not be more than 30 nor less than 7 days before the date of the meeting, nor more than 30 days before any other action. In such case only the members that shall be members of record on the date so fixed shall be entitled to notice of and to vote at the meeting or meeting adjournment, or to express consent to or to dissent from or to participate in any action.

5.06 List of Members. The secretary of the corporation shall make and certify a complete list of the members entitled to vote at a bi-annual member meeting or any adjournment of it. The list shall be arranged alphabetically and shall include the address of each shareholder; shall be produced at the time and place of the meeting; shall be

subject to inspection by any member during the whole time of the meeting; and shall be prima facie evidence of which members are entitled to examine the list or vote at the meeting.

5.07 Quorum. Unless a greater or lesser quorum is required in the articles of incorporation or by the laws of the state of Michigan, the members present at a bi-annual member meeting in person or by proxy who, as of the record date for the meeting, were a majority of the members of the corporation entitled to vote at the meeting, shall constitute a quorum at the meeting. Whether or not a quorum is present, a meeting of members may be adjourned by a vote of the members present in person or by proxy.

5.08 Proxies. A member entitled to vote at a bi-annual members meeting or to express consent or to dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid only for the meeting specified. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by the laws of the state of Michigan.

5.09 Voting. Each member is entitled to one vote on each matter submitted to a vote, unless otherwise provided in the articles of incorporation. Votes may be cast orally or in writing, but if more than 25 members of record are entitled to vote, then votes shall be cast in writing signed by the shareholder or the shareholder's proxy. When an action, other than the election of officers, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote on it, unless a greater vote is required by the articles of incorporation or by the laws of the state of Michigan. Except as otherwise provided by the articles of incorporation, officers of the corporation shall be elected by a plurality of the votes cast at any election.

ARTICLE V COMMITTEES

5.10 Executive and Other Committees. The officers may appoint three or more members of the corporation as a committee to act on special matters for purposes of, including but limited to, reviewing and approving new members of the corporation, organizing social events and such other matters as the officers direct, except that the committee shall not have the power or authority to (1) amend the articles of incorporation; (2) adopt an agreement of merger; (3) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets; (4) recommend to the members a dissolution of the corporation or revocation of a dissolution; (5) amend these bylaws; or (6) fill officer vacancies.

The officers may designate one or more officers as alternate members of any committee to replace an absent or disqualified member at any committee meeting.

ARTICLE VI NOTICES, WAIVERS OF NOTICE, AND MANNER OF ACTING

6.01 Notices. All notices of meetings required to be given to members, officers, or committees may be given by mail, facsimile, electronic mail, telecopy, telegram, radiogram, or cablegram to any member, officer or committee member at his last known address. The notice shall be deemed to be given at the time it is mailed or otherwise dispatched.

6.02 Waiver of Notice. Notice of the time, place, and purpose of any meeting of members, officers, or committees may be waived by telecopy, telegram, radiogram, cablegram, or other writing, either before or after the meeting, or in any other manner that may be permitted by the laws of the state of Michigan. Attendance of a person at any bi-annual member meeting, in person or by proxy, constitutes a waiver of notice except when the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting for lack of notice, or when the member objects to considering a particular matter when it is presented because it is not within the purpose or purposes described in the meeting notice.

6.03 Action without a Meeting. Except as may be provided otherwise in the articles of incorporation for action to be taken by members, any action required or permitted at any meeting of members, or committee members may be taken without a meeting, without prior notice, and without a vote, if all of the members, or committee members entitled to vote on it consent to it in writing, before or after the action is taken.

ARTICLE VII OFFICERS

7.01 Number. The board of members of the corporation shall elect or appoint a president, a secretary, and a treasurer, and may select one or more vice presidents, assistant secretaries, or assistant treasurers. All officers of the corporation shall be members of the corporation. Any two or more of the preceding offices, except those of president and vice president, may be held by the same person. No officer shall execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the articles of incorporation, or these bylaws to be executed, acknowledged, or verified by one or more officers.

7.02 Term of Office, Resignation, and Removal. An officer shall hold office for the term of six months or until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer may resign by written notice to the corporation. The resignation is effective on its receipt by the corporation or at a subsequent time specified in the notice of resignation. An officer may be removed by the members with or without cause upon a vote of a majority of members entitled to vote. The election or appointment of an officer does not of itself create contract rights.

7.03 Vacancies. The members may fill any vacancies in any office occurring for whatever reason by electing an officer to fill such position(s) in accordance with the provisions of Article V.

7.04 Authority. All officers of the corporation shall have the authority and perform the duties to conduct and manage the business and affairs of the corporation in its ordinary course of business

7.05 Compensation. Neither the officers, committee members nor any member of the corporation shall receive any compensation from the corporation for the services performed herein. All services performed by such persons shall be on a voluntary basis.

ARTICLE VIII DUTIES OF OFFICERS

8.01 President. The president shall be the chief executive officer of the corporation. The president shall have the general powers of supervision and management usually vested in the chief executive officer of a corporation

8.02 Vice Presidents. The vice presidents, in order of their seniority, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.

8.03 Secretary. The secretary shall attend all regular and bi-annual member meetings and shall record all votes and minutes of all proceedings in a book to be kept for that purpose, shall give or cause to be given notice of all bi-annual meetings of the members. The secretary may delegate any of the duties, powers, and authorities of the secretary to one or more assistant secretaries, unless the delegation is disapproved by the board.

8.04 Treasurer. The treasurer shall have the custody of the corporate funds; shall keep full and accurate accounts of receipts and disbursements in the books of the corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in the depositories that may be designated by the officers. The treasurer shall render to the president, whenever he or she may require it, an account of his or her transactions as treasurer and of the financial condition of the corporation. The treasurer may delegate any of his or her duties, powers, and authorities to one or more assistant treasurers unless the delegation is disapproved by the officers.

8.06 Assistant Secretaries and Treasurers. The assistant secretaries, in order of their seniority, shall perform the duties and exercise the powers and authorities of the secretary in case of the secretary's absence or disability. The assistant treasurers, in the order of their seniority, shall perform the duties and exercise the powers and authorities of the treasurer in case of the treasurer's absence or disability. The assistant secretaries and assistant treasurers shall also perform the duties that may be delegated to them by the secretary and treasurer, respectively.

ARTICLE IX SPECIAL CORPORATE ACTS

9.01 Orders for Payment of Money. All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the corporation shall be signed by the officer or officers of the corporation.

9.02 Contracts and Conveyances. The officers of the corporation, collectively, may in any instance designate the officer and/or agent who shall have authority to execute any contract or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without

specification of the executing officers or agents, the president or any vice president, and the secretary, assistant secretary, treasurer, or assistant treasurer, may execute the instrument in the name and on behalf of this corporation..

ARTICLE X BOOKS AND RECORDS

10.01 Maintenance of Books and Records. The proper officers and agents of the corporation shall keep and maintain the books, records, and accounts of the corporation's business and affairs, minutes of the proceedings of its members, and committees, if any, and the lists of members, as the officers shall deem advisable and as shall be required by the laws of the state of Michigan and other states or jurisdictions empowered to impose such requirements. Books, records, and minutes may be kept within or without the state of Michigan in a place that the officers shall determine.

10.02 Reliance on Books and Records. In discharging his or her duties, an officer of the corporation, when acting in good faith, may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

1. One or more officers, or members of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented.
2. Legal counsel, public accountants, engineers, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
3. A committee of the corporation of which he is not a member if the officer reasonably believes the committee merits confidence.

A director or officer is not entitled to rely on the information set forth above if he has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

ARTICLE XI AMENDMENTS

11.01 Amendments. The bylaws of the corporation may be amended, altered, or repealed, in whole or in part, by the members at any meeting duly held in accordance with these bylaws, provided that notice of the meeting includes notice of the proposed amendment, alteration, or repeal.

ARTICLE XII INDEMNIFICATION

12.01 Right to Indemnification. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil or criminal, administrative or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was an officer of the

specification of the executing officers or agents, the president or any vice president, and the secretary, assistant secretary, treasurer, or assistant treasurer, may execute the instrument in the name and on behalf of this corporation..

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1. One or more officers, or members of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented.
2. Legal counsel, public accountants, engineers, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
3. A committee of the corporation of which he is not a member if the officer reasonably believes the committee merits confidence.

A director or officer is not entitled to rely on the information set forth above if he has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

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12.01 Right to Indemnification. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil or criminal, administrative or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was an officer of the

corporation, is or was serving at the request of the corporation as an, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as an officer. Such indemnification shall be to the fullest extent authorized by the Michigan Business Corporation Act (MBCA), as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than the MBCA permitted the corporation to provide before the amendment) and shall be against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection with such proceeding. The indemnification shall continue for a person who has ceased to be an officer and shall inure to the benefit of his heirs, executors, and administrators. However, except as provided in section 12.02 of these bylaws, with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the officers of the corporation. To the extent authorized by the MBCA, the corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

12.02 Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of members or disinterested officers, or otherwise.

12.03 Indemnification of Agents of the Corporation. The corporation may, to the extent authorized from time to time by the officers, grant rights to indemnification and to payment by the corporation for expenses incurred in defending any proceeding before its final disposition to any agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of officers of the corporation.

12.04 Insurance. The corporation may maintain insurance, at its expense, to protect itself and any officer, or agent of the corporation or of another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify the person against the expenses, liability, or loss under the MBCA.

FIRST AMENDMENT TO
THE BYLAWS OF THE
LIVINGSTON BUSINESS REFERRAL ASSOCIATION
A Non-Profit Corporation

WHEREAS, LIVINGSTON BUSINESS REFERRAL ASSOCIATION, is a Michigan Non-Profit Corporation in good standing, whose registered office address is 317 W. Main Street, Brighton, Michigan 48116 (hereinafter referred to as "LBRA") and has previously adopted its Bylaws (attached hereto as Exhibit A);

WHEREAS, The officers of the LBRA pursuant to action taken by the Board of Directors executed a Third Amendment to the Master Deed dated _____, 2000, and recorded _____, 2000, in Liber _____, Pages _____ through _____, both inclusive, Oakland County Records, which Amendment amended certain provisions of the Condominium Bylaws (Exhibit "A" to the Master Deed);

WHEREAS, Articles V and XI of the Bylaws provides that the Bylaws may be amended with the consent of a majority of a quorum of the members;

WHEREAS, the Board of Directors desires to Article IV of the Bylaws; and

WHEREAS, A quorum of Members was present at the _____ meeting and the Board of Directors has obtained the consent of a majority of the quorum of Members present at such meeting.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. A new Section 4.03 is added which reads as follows:

4.03 Primary Business Activity. Each Member of the Corporation may only represent one type or category of business in the Association and may not solicit leads or business for any other organization. Each Member shall be devoted to the business or category of business that it represents in the Association and may not materially participate in any other business activity unless such Member forfeits its membership in the Corporation. Any violation of this provision of the Bylaws shall be grounds for termination of such Member's membership in the Corporation. The purpose of this Section is to ensure that all Members of the Corporation are devoted full time to the business that they represent in the Corporation and that such Member is devoted to delivering the highest quality products and/or services for that business.

2. Except as hereby amended, the Bylaws are hereby ratified and confirmed and remain in full force and effect.

3. The terms used herein, unless otherwise defined herein, shall have the respective meanings as set forth in the Bylaws.

IN THE PRESENCE OF:

LIVINGSTON BUSINESS
REFERRAL ASSOCIATION by its
Officers pursuant to action taken by
the Board of Directors on

STATE OF MICHIGAN)
)SS
COUNTY OF LIVINGSTON)

On this _____ day of _____, 2001 before me, a Notary Public in and for the
County and State written above, personally appeared _____, President,
_____, Vice President, _____, Secretary and _____,
Treasurer to me known to be the persons described herein, acknowledged that they executed the
same as their free act and deed and the free act and deed of the Corporation.

Frank J. Mancuso, Jr., Notary Public
Oakland County, Michigan
My Commission expires: 5/3/02

SECOND AMENDMENT TO
THE BYLAWS OF THE
LIVINGSTON BUSINESS REFERRAL ASSOCIATION
A Non-Profit Corporation

WHEREAS, LIVINGSTON BUSINESS REFERRAL ASSOCIATION, is a Michigan Non-Profit Corporation in good standing, whose registered office address is 317 W. Main Street, Brighton, Michigan 48116 (hereinafter referred to as "LBRA") and has previously adopted its Bylaws (attached hereto as Exhibit A);

WHEREAS, on April 21, 2001, LBRA through its Board of Directors, executed the First Amendment to the Bylaws of the LBRA,

WHEREAS, Articles V and XI of the Bylaws provide that the Bylaws may be amended with the consent of a majority of a quorum of the members;

WHEREAS, the Board of Directors desire to amend Article III of the Bylaws by adding a new Delinquent Dues Policy.

WHEREAS, a quorum of the Members was present at the _____ meeting and the Board of Directors obtained the consent of a majority of the quorum of Members present at such meeting to amend the Bylaws according to the terms of this SECOND AMENDMENT.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. A new Section 3.08 is hereby added which reads as follows:

3.08 Membership Dues and Delinquent Dues. The membership dues shall be in an amount as determined by the Board or Directors and are payable on a quarterly basis. A member of LBRA must pay his or her dues on a timely basis to be considered a member in good standing. Quarterly dues must be paid to the LBRA Treasurer within 30 days of the invoice date. If a member's dues are not received by the Treasurer within such 30 day period, they are not considered timely and such member shall be notified at the next attended regular member meeting that such dues must be paid immediately. Such member will be barred from attending any subsequent regular or special member meetings until such time as his or her dues are paid and current. Any meeting(s) missed during such time that any such member is barred for non-payment of dues will be counted as an unexcused absence. A member may be subject to termination of his or her membership for unexcused absences according to the terms of the Bylaws and may also be subject to termination for repeated offenses of delinquent dues based on the sole and non-reviewable discretion of the Board of Directors upon a recommendation by the Membership Committee.

2. Except as hereby amended, the Bylaws are hereby ratified and confirmed and remain in full force and effect.

3. The terms used herein, unless otherwise defined herein, shall have the respective meanings as set forth in the Bylaws.

LIVINGSTON BUSINESS REFERRAL ASSOCIATION by its officers pursuant to action taken by the Board or Directors on _____

Signed in the presence of:

Ronald Berry, President

Craig Dembeck, Vice President

Christopher Hatswell, Secretary

John McBride, Treasurer