

BYLAWS

Bay Area Mobility Management (BAMM)

A California Nonprofit Mutual Benefit Corporation

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BYLAWS OF BAY AREA MOBILITY MANAGEMENT (BAMM)

A California Nonprofit Mutual Benefit Corporation

I. NAME

The name of this corporation is Bay Area Mobility Management

II. PURPOSES AND LIMITATIONS

A. General Purposes

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law. This corporation shall provide a forum for professional networking within the relocation industry throughout the greater San Francisco/Oakland/San Jose Bay Area, and it shall be committed to education, support and promotion within all aspects of the corporate relocation industry.

B. Specific Purposes

Within the context of the general purposes stated above, the corporation shall focus on five primary objectives: Educational, Support, Promotion, Networking and Philanthropy.

1. Educational Objective: Structure meetings to offer on going industry related information to the membership.
2. Support Objective: Facilitate an internal networking system that allows products and services available within the relocation industry to be shared with the membership, including the products and services sponsored by the Worldwide Employee Relocation Council.
3. Promotion Objective: Promote the organization as a resource for guest speakers at conventions and seminars. Maintain a continuing image of professionalism within the industry that reinforces our commitment to excellence.
4. Networking Objective: Provide a forum for industry professionals to network, exchange ideas and support one another.
5. Philanthropic Objective: Support the San Francisco Bay area community through charitable donations and/or volunteer assistance.

III. MEMBERS

A. Qualifications and Rights of Membership

Any person working professionally in the relocation industry or related field who is dedicated to the purposes of this corporation, shall be eligible for membership on approval of the membership application by the Membership Director or its designee and the payment of such dues and fees as the Board may fix from time to time.

1. This Corporation shall have THREE (3) classes of members: Service Member, Corporate Member and Board Member. All classes of membership shall be deemed regular members and shall hold the privilege of voting and receiving discounted meeting fees as outlined by the board of directors.
 - a. Service members are defined as global mobility professionals who provide relocation and related management services to corporations to facilitate the transition of employees and goods from one location to another. Service members are limited to a maximum of five members per company. Should membership applications exceed this maximum, those with existing memberships will retain their membership.

b. Corporate members, defined as corporate global mobility practitioners who are employed by their companies to manage that company's workforce mobility needs, may also attend corporate-only roundtable meetings. There are no limits to the number of corporate members who may join.

c. Board members, including appointed chairpersons elevated to board member status, are defined as those members, Service and/or Corporate, who officially serve the needs of the organization. Said members will receive complimentary membership and complimentary registration for all regular meetings and the annual conference during the calendar year(s) in which they serve.

2. Written applications shall be submitted online to the Membership Director. Applicants shall be notified in writing of their acceptance or rejection within approximately 30 days of the receipt of the application. Annual membership dues are payable prior to January first preceding the new calendar year term running from January to December.

3. Dues, Fees, Assessments and Terms

a. The Board may, in its discretion, set different dues, fees and assessments for different classes of membership;

b. Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board;

c. Membership year to correspond with time frame the Board is in office (January through December);

d. Non-members and guests may be required to pay such meeting and conference fees as set by the Board, which shall be greater than the members' cost;

e. Dues are non-refundable but may be prorated for partial year memberships at the board's discretion;

f. The membership shall belong to the individual and is not transferrable

g. The Board of Directors is empowered to extend honorary membership to any individual at its discretion. Such members are not entitled to vote;

h. Guests and non-members may attend meetings and are invited to attend meetings upon payment of a non-member meeting/conference registration fee;

i. Those members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

4. Voting Members

Members in good standing who have agreed to allow their names, addresses, and voting rights to be made available for inspection pursuant to the provisions of Section 8330 of the California Corporations Code, shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall vote on the distribution of all assets, exclusive of those held in charitable trust, remaining after payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

References in these Bylaws to members shall mean members as defined in Section 5056 of the California Corporation Code; i.e., the members of the class set forth in Section IIIA 1 of these Bylaws.

5. Termination and Suspension of Membership

a. Causes of Termination: A membership shall terminate on occurrence of any of the following events:

- 1) Resignation of a member, on reasonable notice to the corporation;
- 2) Expiration of the period of membership; unless the membership is renewed on the renewal terms fixed by the Board;
- 3) Failure of a member to pay dues, fees or assessments as set by the Board within 30 days after they become due and payable;
- 4) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- 5) A member may be expelled or suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the corporation.

A person who is expelled or whose membership is suspended shall not be a member during the period of suspension as determined by the Board.

If grounds appear to exist for expulsion or suspension of a member under Sections III A.5.a.5) of these Bylaws, the procedure set forth below shall be followed:

- i.) The member shall be given 15 days prior notice of the proposed expulsions or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first-class or registered mail to the member's last address as shown on the corporation's records.
- ii.) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- iii.) The Board shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
- iv.) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

B. Meetings of Members

1. Place of Meeting: Meetings will be scheduled geographically around the San Francisco / Oakland / San Jose Bay Area in order to address the needs of all of the membership and may be held from time to time within or outside of California.
2. Number of Meetings: The board will determine the amount of meetings and the timing but in any case no fewer than one (1) meeting per calendar quarter.
3. Annual Meeting: In lieu of any annual meeting to elect the directors of the corporation, an election shall take place in November each year by email.

4. Notice Requirements for Members' Meetings: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections III B. 4 a-c of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting.

a. Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, shall be valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- 1) Removing a director without cause;
- 2) Filling vacancies on the Board;
- 3) Amending the articles of incorporation; or
- 4) Electing to dissolve the corporation.

b. Manner of Giving Notice

Notice of any meeting of members shall be in writing and shall be given 30 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communications (including email), charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the corporation for purposes of notice.

c. Quorum

Thirty-five percent of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members for the purpose outlined in III C 4.c..

C. Voting of Membership

1. Eligibility to Vote

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined under Section III C 6 of these Bylaws.

2. Manner of Casting Votes

Voting may be by ballot or e-mail.

Any future references in these bylaws to "written" ballots, consents, notices or any other written documents shall include "e-mail". Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

3. Approval by Majority Vote

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

4. Action Without A Meeting

a. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

b. Action by Electronic Ballot Without a Meeting

Any action that may be taken at any meeting of members may be taken without a meeting by complying with Sections III C. of these Bylaws.

- 1) Solicitation of Written or Electronic Ballots

The corporation shall distribute one electronic ballot to each member entitled to vote on the matter. Such ballot shall be mailed or delivered in the manner required by Section III B 4 of these Bylaws. All solicitations of votes by electronic ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation.

2) Number of Votes and Approvals Required

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

3) Revocation

An electronic ballot may not be revoked.

4) Filing

All electronic ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least two years.

5) Record Date for Notice, Voting, Electronic Ballots and Other Actions.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or by electronic ballot, or to exercise any rights with respect to lawful action, the Board may fix a record date. The record date so fixed (1) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting; (2) for voting at a meeting shall not be more than 60 days before the date of the meeting.

6) Members of Record

For purposes of Section III C, a person holding membership at the close of business on the record date shall be a member of record.

7) Election of Directors

a. Selection of Candidates

The Immediate Past President shall select and chair the nominating committee, consisting of three Board members in good standing, including the Vice President or the incoming President, to submit a recommended slate of candidates to the board. In the event that the immediate past President is unable to carry out this function, the immediate past Vice President shall perform this function.

b. This slate of candidates will be sent out to the members by November 1st, giving individuals an opportunity to petition to be considered. Such petition must be supported by at least 5% of all eligible voting members and must be received by no later than 35 days after the slate of candidates has been introduced to the membership. If no one objects to the slate of candidates and no one petitions the committee, the slate of officers will be as recommended by the committee. If at least 10% of the membership supports an additional candidate for an office then there will be a vote by the members by written ballot between the two candidates.

c. The positions of President and Vice President shall be filled only by a qualified member with at least one year of service on the Board as a Director or Board Appointee with a minimum of two consecutive years as a member in good standing and attendance at a minimum of four scheduled Board meetings within the previous BAMB calendar year.

IV. DIRECTORS

A. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law and any other applicable laws, and subject to any limitations in the articles of incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

2. Specific Power

Without prejudice to the general powers set forth in Section IV A 1 of these Bylaws, but subject to the same limitations, the directors shall have the power to:

Change the principal office from one location to another; cause the corporation to be qualified to conduct its activities in any other state; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

B. Number and Qualification of Directors

The authorized number of directors shall consist of a minimum of five officers of the corporation/executive board members consisting of President, Vice President, Secretary, Treasurer, and Immediate Past President. The remaining board members shall be comprised of directors/chairs deemed necessary by the executive board, including, but not limited to Corporate Advisor(s), Membership Chair, Website Director, Programs Co-Chairs, Philanthropy Chair, and Communications Chair. There shall be no less than 10 directors nor more than 15 directors at any one time.

C. Selection and Term of Office

All directors shall be selected in December, take office in January, and hold office through a two year term ending in December; however, if any such directors are not selected at any annual meeting, they may be selected at any special members' meeting held for that purpose or by electronic ballot. Each such director, including a director selected to fill a vacancy or selected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which selected and until a successor has been selected and qualified.

D. Vacancies on Board

1. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- a. The death or resignation of any director;
- b. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony;
- c. The votes of the members to remove any director(s);
- d. The increase of the authorized number of directors; or

e. The failure of the members, at any election meeting, to elect the number of directors required to be elected at that meeting.

2. Resignations

Except as provided below, any director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specified a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.

3. Filling Vacancies

Except for vacancies created by removal of a director by the members, vacancies on the Board may be filled by a majority vote of the directors then in office, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors. Directors who have shown derelict of duty may be removed from office by the majority vote of the remaining Board of Directors.

4. No Vacancy in Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

E. Directors' Meetings

1. Place of Meetings

Meetings of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting.

2. Meetings by Teleconference and/or Webinar

Any meeting may be held by conference telephone as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Transitions of Boards

An orientation meeting for new officers and committee chairs shall be held in December. All retiring and new officers shall attend. All retiring officers shall provide the new officers with written job descriptions, notes, books and files pertinent to the job function. This meeting will not be held as a part of the regularly scheduled member functions, but as a separate function, apart from the Board of Directors meeting.

4. Regular Meetings

Regular meetings of the Board may be held without notice at such time and place as the Board - deems necessary. Directors shall meet a minimum of five (5) times a year and such Directors shall be required to attend at least four (4) Board meetings each year.

5. Special Meetings

a. Authority to Call

The President or any Vice President, or the Secretary or any two directors may call special meetings of the Board for any purpose at any time.

b. Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or by email or other electronic delivery. All such notices shall be given or

sent to the director's address or telephone number as shown on the records of the corporation.

c. Time Requirements of Notice

Notice sent by first class mail shall be deposited in the U.S. mail or electronically at least four days before the time set for the meeting. Notices given by personal delivery, telephone or email shall be delivered, telephoned or electronically communicated at least 48 hours before the time set for the meeting.

d. Notice Contents

The notice shall state the time of the meeting and the place. It need not specify the purpose of the meeting.

6. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law.

7. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

8. Notice of Adjourned Meeting

Notices of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

9. Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

V. OFFICERS AND OTHER DIRECTORS

A. Officers of the Corporation

The officers of the corporation shall be President, Vice-President, Secretary, Treasurer and Immediate Past President.

B. Other Directors

Number of other directors will be determined by the Board of Directors. Other directors of the corporation shall include but are not limited to, membership chair, website director, Corporate Advisors (2), program chairs (2), philanthropy chair and communications chair.

C. Responsibilities of Officers and Other Directors

1. President

Subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President has final review and approval of all communications prior to print and distribution. The President is also responsible for assisting the transition of newly elected

officers and transitions the Liability Insurance Policy. The President also participates in an annual audit of BMM accounting records along with the Vice President and Treasurer. The President shall have such other powers and duties as the Board or Bylaws may prescribe. The immediate past President will chair the nominating committee.

2. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have the responsibility for the annual BMM Conference. The Vice President shall select the BMM Conference Chairperson and Committee Members. The Vice President also participates in an annual audit of BMM accounting records along with the President and Treasurer.

Conference Chairpersons shall be considered eligible for the position of Vice President of BMM without having held any previous board offices.

3. Secretary

a. Book of Minutes

The Secretary shall keep at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date, or stored electronically on secured website, accessible by the Officers and Board of Directors. The Secretary takes minutes of all Board meetings and distributes them to Board members within 14 days.

b. Membership Records

The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by Board resolution, a record of the corporation's members, showing each member's name, address, telephone numbers and email address.

c. Notices and Other Duties

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. If required, the Secretary orders stationery and mailing supplies. The Secretary also keeps records (item name/number, user, location, etc.) of owned equipment (Laptop computers, printers, licensed computer software/programs, etc.) The secretary shall keep the corporate seal (if there is one) in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

4. Treasurer

a. Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall prepare the necessary reports and provide to the tax accountant in a timely manner for tax filing each year. The Treasurer will sign the tax returns on behalf of the Corporation and submit the appropriate filing fees by the filing deadline. The Treasurer shall balance and reconcile all bank accounts on a monthly basis; provide a current Profit & Loss Statement at each Board Meeting along with the current balances in each account; and handles any insurance policy(s).

b. Deposit and Disbursement of Money

The Treasurer shall deposit or cause to be deposited all money in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall pay invoices, and shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer is also responsible for keeping records of instruction concerning credit card charges and reconciliation,

c. Collection of Money

The Treasurer is responsible for collecting money for all functions sanctioned by the Board, including collection of membership dues, sponsorship fees, job bank ads, and registration monies for bi-monthly meetings and the annual conference. The Treasurer will also track member and guest attendance at all meetings.

The Treasurer shall be designated as the Account Owner for the payment gateway account from the web site. The Treasurer will be responsible for managing the users of the account and also responsible for properly configuring the gateway account processing and security settings.

d. Other Powers and Duties

The Treasurer shall preside over meetings in the absence of the President and the Vice-President, and shall have such powers and duties as the Board or Bylaws may prescribe.

5. Membership Chairperson

a. Membership Records, Membership Drive and Mentoring Program

The Membership Chairperson manages the membership roster and coordinates emailing a welcome package to all new members. The Membership Chairperson oversees the membership drive initiative. He/she is also responsible for maintenance of all membership applications and quarterly audits of the membership roster posted on the website .

b. Membership Materials

The Membership Chairperson is responsible for the printing of membership applications and membership renewal materials, if necessary.

6. Website Director

a. The Website Director coordinates logistics to manage the website and all electronic communication functions. Final approval is required from the President for all items appearing on the website prior to publishing or distribution and all other electronic communications.

b. This position strategizes themes and topics, suggests website sponsorship opportunities, and approves all layouts for submission to the President.

c. Other duties include managing the written and graphic content of the website; providing data analysis as needed; supervising e-mail services, interfacing with various internal and external entities for information and approvals; and pre-approving all website related expenses before payment is made.

7. Immediate Past President

a. The Immediate Past President serves as a transitional advisor to guide the new President through his/her term. This position also serves as the Chair of the nominating committee for the annual elections.

8. Communications Chair

a. Responsibilities include: Creating e-newsletters as required, posting presentations to the website, modifying biographies, adding pictures and content to the website. All content and communications require the President's approval prior to publishing to the

website. Other duties include developing a thorough knowledge of website functionalities. This position works closely with the Website Director as a position in training to eventually assume the responsibilities of the Website Director.

9. Corporate Advisor(s)

a. Responsibilities include: Encourage and increase corporate membership and corporate participation through professional relationships, seek corporate sponsors to host meetings, organize and lead roundtable discussions before or after meetings to better understand corporate needs from the relocation industry and act as advisors to the board.

10. Programs Chair(s)

a. Responsibilities include: Plan compelling educational meetings addressing topics and trends in global workforce mobility management, coordinate facilities and menu items and provide descriptive communications to Website Director 30 days prior to the event for publication and promotion (Website Director will obtain Presidential approval and arrange for posting), submit for CRP and/or GMS recertification credits with Worldwide ERC, provide Worldwide ERC with an attendance list for cross checking and copies of the recertification forms to the appropriate attendees.

11. Philanthropy Chair

Responsibilities include: Act as liaison with local and national charity organizations to identify charitable opportunities for update name, coordinates one or more charitable functions during the update name year and compiles any marketing materials to encourage and invite members to participate, sources and submits related content to Communications Chair for publishing to the website.

VI. COMMITTEES

The Board of Directors reserves the right to appoint additional committee chairs as deemed appropriate.

Standing committee chairs are those deemed necessary for the streamlined function of the organization, including but not limited to, the Conference Chair, who may be expected to attend regularly scheduled Board meetings.1. Conference Chair responsibilities

Responsibilities include: assist Vice President in selecting a Conference committee, understand budget and develop conference goals, liaises with Vice President to confirm date and budget with board, brainstorm and determine conference theme, locate and secure keynote speaker, oversee conference committee and hold ongoing meetings, trouble shoot with committee members, presents all major decisions by Vice President for approval, develop conference schedule/timeline, develop committee and board agenda for the conference. Setup committee dinner night before conference and compile conference evaluations for presentation to board.

VII. RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Corporation and Committees in all instances wherein its provisions do not conflict with the Bylaws.

VIII. POLICY ON NON-SOLICITATION

All members and guests are prohibited from soliciting business in any fashion at BAMM meetings; this policy will be orally announced and enforced at each meeting. Any member may be asked to resign if she or he violates this policy. To protect our corporate members from solicitation efforts, it is the organizations policy to only list contact information for Service Members. Guests involved

in the solicitation of business will be denied membership and participation in future BAMB functions.

IX. INDEMNIFICATION

A. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in Section 7237(a) of the California Corporation Code, and including an action by or in the right of the corporation, by reason of the fact that the person is a person described in that Section.

B. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine whether the applicable standard of conduct set forth in those Sections has been met, and, if so, the Board shall authorize indemnification.

C. Advancement of Expenses

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 7237(b) and (c) of the California Corporations Code in defending any proceeding covered by those Sections, shall be advanced by the corporation or with the understanding by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

D. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, and other agents, against any liability asserted against or incurred by any officer, director, or agent in such capacity or arising out of the officer's, director's or agent's status as such.

X. RECORDS AND REPORTS

A. Maintenance of Corporate Records

The corporation shall keep:

1. Adequate and correct books and records of accounts;
2. Written minutes of the proceedings of its members, Board;
and
3. A record of each member's name, address, and class of membership.

B. Members' Inspection Rights

1. Membership Records

Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member.

- a. Inspect and copy the records of members' names, addresses, and voting rights during business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

b. Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after (1) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to our a copy of the membership list. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

The member's agent or attorney may make in person any inspection and copying under this Section. The right of inspection includes the right to copy and make extracts.

2. Accounting Records and Minutes

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members and the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. The member's agent or attorney may make in person any such inspection and copying.

C. Maintenance and Inspection of Articles and Bylaws

The Secretary of the corporation shall keep and maintain the original copy of the articles of incorporation and Bylaws, as amended, which shall be open to inspection by the members at all reasonable times upon reasonable advance notice.

D. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The director's agent or attorney may make in person any such inspection. The right of inspection includes the right to copy and make extracts of documents.

XI. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural include the singular and the term "person" includes a legal entity and a natural person.

XII. AMENDMENTS

A. Amendment by Board

1. Membership Rights Limitation

Subject to the rights of members under sections of these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

- a. Materially and adversely affect the members' rights as to voting or dissolution;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all part of the memberships; or
- d. Authorize a new class of membership.

2. Changes to Number of Directors

Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any bylaw provision that would:

- a. Fix or change the authorized number of directors; or
- b. Change from a fixed number of directors to a variable number of directors or vice versa.

3. Members' Approval Required

Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would:

- a. Increase or extend the terms of directors; or
- b. Increase the quorum for members' meetings.

B. Amendment by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members, provided however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

1. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting or dissolution in a manner different than the action affects another class.
2. Increase or decrease the number of memberships authorized for that class;
3. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
4. Authorize a new class of memberships.

Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

XIII. CERTIFICATE OF SECRETARY

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Bay Area Mobility Management), a California nonprofit mutual benefit corporation, that the above Bylaws, consisting of ____ pages, are the Bylaws of this corporation as adopted by the Board of Directors and voted on by the membership on _____, and that they have not been amended or modified since that date.

Executed on _____, at _____, California.

Secretary