

**BYLAWS
OF
SMALL BIZ COMMUNITY & ECONOMIC
DEVELOPMENT CORP**

**ARTICLE I
PURPOSE & POWER**

PURPOSES

Section 1: The corporation is organized as a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to:

A. Promote and foster economic development and self-sufficiency to economically distressed slum and blighted areas within the community.

B. Stimulate, create, maintain and promote employment opportunities within the community.

C. Act as catalyst for interaction among and between small businesses and to educate businesses on ways to improve their client base and operate effectively and efficiently.

D. Empower youth to succeed financially, socially and intellectually within the business environment through education, mentoring and on-the-job experiences.

POWERS

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or any amendments thereto of any future United States Internal Revenue Law or Code.

**ARTICLE II
MEMBERSHIP**

Section 1: Members in good standing are those whose annual dues are paid for the current calendar year extending from January 1 to December 31 of each year. All such members are entitled to vote at the annual election of directors, to attend all legally called meetings of the membership, to receive all notices and publications of the corporation and to enjoy all privileges ordinarily pertaining to members of a nonprofit corporation.

Section 2: Each member in good standing shall be eligible for nomination and election as a director or appointment as a member of any committee subject to any limitations legally imposed by the Board of Directors.

Section 3: Annual dues shall be as determined by the Board, payable each year by December 31 for the next succeeding calendar year. The fiscal year shall run from Jan 1 of each year to Dec 31 of the following year.

ARTICLE 3 MEETINGS

Section 1: The annual meeting of the membership shall be held during the second quarter of the fiscal year on a date and place selected by the Board of Directors. Notification of such meeting shall be mailed and/or e-mailed to all members in good standing at least two weeks in advance of such meeting.

Section 2: Special meetings of the membership may be called by the Board of Directors.

Section 3: At any annual membership meeting or at any special membership meeting a minimum of 10 members or 10% of the total membership in good standing must be present to constitute a quorum.

Section 4: Meetings of the Board of Directors shall be held at the call of the President. A majority of the directors of record shall constitute a quorum and the affirmative vote of a majority of those present shall be required to adopt any motion. The President or presiding officer shall be empowered to vote on any motions when necessary to break a tie.

Section 5: Any Board member who misses three consecutive board meetings without reasons acceptable to the majority of the board shall be automatically removed from the membership of the board and a substitute member shall be appointed to serve for the unexpired portion of his/her term.

ARTICLE 4 NOMINATIONS AND ELECTIONS

Section 1: The Board of Directors shall not be fewer than 3 and no greater than 11 in number. The terms of all directors will be 3 years with election once every three years to replace those directors whose terms are expiring.

Section 2: At least 60 days prior to the annual meeting of the corporation, the members shall elect a nominating committee of three members. The nomination committee shall prepare a slate and secure the consent of candidates for elective terms on the board of directors. In preparing its slate the nominating committee shall make every effort to insure that representation of the local community is achieved on the Board of Directors. Names of the candidates will be mailed, e-mailed or faxed to the membership at least two weeks prior to the annual meeting.

Section 3: At the annual meeting, the nominating committee shall present the slate. The President will ask for additional nominations from the floor. Election shall be by majority vote of those members in good standing who are present and voting.

Section 4: Any vacancies in office shall be filled by the Board of Directors until the next regular election.

ARTICLE 5
BOARD OF GOVERNENCE AND MANAGEMENT

Section 1: Directors, The affairs of this corporation shall be managed by a Board of Directors which includes it's four (4) officers, duly elected as provided in Articles 3 and 4 thereof, responsible always to the membership and it shall be the duty of such board to make an annual report to the membership at the annual meeting of the members.

Section 2: Officers, The officers of this corporation shall be appointed once a year by the Board of Directors. The officers consisting of the President, Vice President, Treasurer, Secretary and such other Officers as shall be hereafter provide for in the Bylaws of the Corporation shall have the sole and exclusive right to manage the day-to-day affairs of the Corporation, except as shall be otherwise provided by the law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

Section 3: Honorary Board Appointments. The board may appoint as an honorary member any individual who has made contributions to the activities of the organization considered significant enough by the board to warrant special recognition. Such contributions may be monetary or the expenditure of time and effort. Honorary board members will be invited to board meetings and other activities, but will have no vote on maters voted on by the Board.

Section 5: Funds shall be disbursed only on authorization of the board of directors. All checks must be signed by the treasurer or president. In the absence of the treasurer or his/her inability to act, the remaining members of the board may appoint a temporary Treasurer.

Section 6: An annual budget shall be developed by the Treasurer and the Board of Directors and approved by the Membership.

ARTICLE 6
DUTIES & OFFICERS

Section 1: The President shall preside at all meetings of the membership and Board of Directors. He/she shall have general supervision of the management of the corporation's affairs and shall perform all duties customary to his/her office. He/she shall appoint committee chairs and shall be an ex-officio member of each such committee, except the nominating committee.

Section 2: The Vice President shall assume the duties of the President during the absence of the President or during his/her inability to act and shall chair any standing committee.

Section 3: The Secretary shall record the minutes of each meeting of the membership and Board of Directors and shall perform such other as are delegated or customary to the office.

Section 4: The Treasurer shall have the care, custody of , and the responsibility for all funds, securities and property of the corporation. He shall deposit the corporation's funds in such banks as may be designated by the board of directors. When the board considers it necessary, the treasurer and president shall be placed under surety bond of such size as the board of directors shall order. He/she shall keep accurate books of account of all receipts and disbursement and shall submit a financial report at each annual meeting of the membership and at such other times as may be requested by the board of directors. He shall certify to the board of directors or the secretary at any time on request a list of members in good standing.

Section 5: Compensation. Directors shall not be compensated for the performance of their regular duties. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of salaried officer, employee, or agent of the Corporation, The compensation of all officers shall be fixed. No officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation. Directors who serve as salaried officers, employees, or agents of the Corporation shall not participate in any vote of the board with respect to their compensation. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution.

Article 7 COMMITTEES

Section 1: The Nominating Committee is provided for in Article 4 Section 2 of these by-laws.

Section 2: The Executive Committee shall be composed of the officers of the corporations mentioned in Article 6. The executive Committee shall have the power to act on any matter between meetings of the board of director and all such actions shall be reviewed and must be approved, amended or rescinded by the board of directors at such meetings.

Section 3: The President shall appoint heads of the Standing Committees, committee size and membership to be determined by each Committee chair.

Section 4: Standing committees shall be established as need is determined. Other committees may be appointed by the President, there being no prohibition against a director or member being the chair of more than one committee.

Article 8 AUDIT

The financial affairs of the corporation shall be audited at least once a year by a committee of two members, not signors of the corporate checks, to be appointed by the board.

Article 9 AMENDEMENTS

Proposed amendments to the by-law will be mailed to all members in good standing at least 15 days prior to the meeting at which the amendment will be voted on. These by-laws may be amended at any regular meeting of the organization by majority vote of the members present and voting.

Article 10
LIMITATIONS

Lobbying and Political Campaigns, no substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Article 10
PARLIMENTARY PROCEDURES

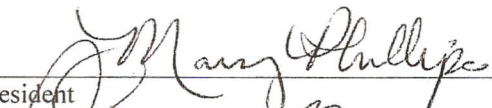
Roberts Rules of Order, newly revised, shall govern all meetings in cases where they are applicable and insofar as they are not inconsistent with the by-laws or with the Charter.

Article 11
DISSOLUTION


In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to private individuals or entities, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to such organizations described in Code Section 501 (c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

Certification:

I hereby certify that these bylaws were adopted by the Board of Directors of this Corporation at their meeting held on Sept 8, 2008



President



Secretary