

ARTICLE 1. NAME

The name of each organized Chapter will be **BUSINESS-TO-BUSINESS, INC., _____ Chapter**. Since BUSINESS-TO-BUSINESS, INC. is a registered name, the organized Chapter shall be entitled to the use of this name as long as BUSINESS-TO-BUSINESS, INC., a Pennsylvania corporation, consents to its use.

ARTICLE 2. OBJECTIVE

SECTION 1:

BUSINESS-TO-BUSINESS, INC. (hereinafter "B-to-B") is an organization of business owners and professionals whose purpose is to help each Chapter member build a client and customer base by utilizing the two most cost-effective methods of advertising:

1. The "Word-of-Mouth" exchanging of qualified business referrals, and
2. The "Pooling" of advertising dollars to cost-effectively promote each individual member's business. Each business or professional category is represented by one member in each Chapter. Some business or professional categories may be divided into sub-categories on the condition that the creation of these sub-categories will not cause a conflict between Chapter members sharing this sub-category.

SECTION 2:

A "qualified business referral" is defined as the exchanging of a business contact, or lead, between Chapter members for the purpose of generating the development of a potential customer or client.

SECTION 3:

"Co-op advertising" is defined as the pooling of advertising dollars for the purpose of cost-effectively promoting each Chapter member's business or profession.

SECTION 4:

The objective of B-to-B is to expand each Chapter member's client and customer base through the exchanging of qualified business referrals and the utilization of cost-effective co-op advertising campaigns.

ARTICLE 3. MEMBERSHIP QUALIFICATION

SECTION 1:

Membership in each B-to-B Chapter will comprise of individuals of good standing within the community, residing in, or having a business interest within the area of the particular Chapter.

A Chapter membership shall be owned by the individual or company that submits payment for the annual membership fee and the quarterly meal fee. If a member leaves the Chapter, all membership rights shall automatically terminate.

An annual membership fee and quarterly meal fee shall be paid for each professional or business category. An individual or business may request ownership in a second professional or business category. This request will be subject to the majority approval of the elected Officers of the Chapter.

A company may belong to additional B-to-B Chapters, but the company must designate a different employee to represent its particular professional or business category in each Chapter. The payment of additional annual membership fees and quarterly meal fees will be required for each additional Chapter membership.

If the company owning the Chapter membership changes members or the category it holds,

the B-to-B Chapter Officers and/or representative Board of Directors shall have the right to approve or deny the new member. A majority vote will be required.

A designated alternate may represent a Chapter member if the alternate is a representative of the same company that holds the Chapter membership.

If a Chapter member changes the company or professional business category which he/she represents, the Chapter membership shall have the right to approve or deny the new company or category by a membership vote. (SEE ARTICLE 4 - MEMBERSHIP VOTING PROCEDURES) A new membership application form must be submitted along with payment of the necessary fee for a new name tag. A new membership application must be submitted for any member that desires to occupy a category in another B-to-B chapter. Transfer of a membership from one Chapter to another must be approved by the B-to-B Inc. and the new B-to-B Chapter.

Any membership application submitted by a distributor of a multi-level marketing company, (such as Amway, Mary Kay, Excel, Shaklee, etc.) must be approved by B-to-B, Inc., and adhere to the following guidelines:

1. Only one category of product(s) or service(s) of the particular multi-level marketing company may be solicited.
2. The soliciting of the business opportunity of the particular multi-level marketing company will not be allowed, and, if done, will result in the immediate termination of the Chapter membership.

A member may resign from a Chapter by providing written notice to the Chapter representative/Board of Directors, provided that all Chapter fees have been paid in full. Membership fees are non-refundable. Quarterly meal fees will be prorated.

ARTICLE 4: MEMBERSHIP VOTING PROCEDURES

When a Chapter is made up of at least 20 members, prospective members must attend two (2) consecutive meetings and submit an approved application to the elected Chapter Membership Chairperson. At the next Chapter meeting, a membership vote will be taken on each prospective member. If three (3) no votes are submitted on a particular prospective member, the particular application for Chapter membership will be rejected. Each Chapter member is entitled to one (1) vote. Neither Business-to-Business, Inc., or any Chapter member will be held legally responsible for the rejection of any prospective applicant.

Each B-to-B Chapter shall use the following criteria in determining the approval or rejection of a prospective applicant.

1. Applicant must have a Professional reputation within the community.
2. Applicant must have a Bona fida business in the category they wish to occupy.
3. The applicant's category must not be a direct competitor with another Chapter member's business category. Prospective membership into BUSINESS-TO-BUSINESS, INC. is not based on race, religious beliefs, age, gender, or national origin.

ARTICLE 5: TERMINATION OF MEMBERSHIP

SECTION 1:

Membership in a B-to-B Chapter will be predicated on the following criteria:

1. The attendance of scheduled Chapter meetings; a member's "unexcused" absence at two (2) consecutive scheduled meetings, or three (3) missed meetings in a calendar quarter will be considered grounds for membership suspension or termination;

(a) "Unexcused absence" is defined as:

Absence from a scheduled Chapter meeting and/or scheduled Chapter function without properly notifying the Chapter Vice-President in writing via mail, fax or e-mail.

2. Provide a monthly minimum of two (2) qualified business referrals to any Chapter member;
3. The timely payment of all Chapter membership dues and quarterly meal fees;
 - (a) Any member delinquent in the payment of prescribed dues, meal fees, and/or financial obligations, shall be suspended and shall be notified in writing by the B-to-B Representative/Chapter Board of Directors.
 - (b) Upon rectification of moneys owed, the member may make application for reinstatement to the B-to-B Representative/ Chapter Board of Directors.
 - (c) In the event a member is not reinstated, the Chapter membership shall be terminated and the individual or company shall be notified in writing by the Chapter Secretary.

SECTION 2:

Each individual Chapter membership will be continually reviewed by the B-to-B Representative/Chapter Board of Directors based on the following criteria:

1. Chapter meeting attendance as well as other scheduled Chapter functions;
2. Provide the minimum prescribed qualified business referrals to any Chapter member;
3. The timely payment of all Chapter dues and meal fees;

Failure to comply with the above criteria set forth in SECTION 1, shall result in the immediate termination of a Chapter membership. The B-to-B Representative/Chapter Board of Directors shall notify such member in writing when such action is taken.

The termination of an individual or business Chapter membership shall not relieve the Chapter member from the responsibility for the payment of any dues or meal fees that have accrued prior to the membership termination.

ARTICLE 6: SUSPENSION OF MEMBERSHIP

SECTION 1:

The B-to-B Representative/Chapter Board of Directors shall have the right to suspend a Chapter membership for up to a period of one (1) year for good cause.

1. "Good cause" is defined as:
 - (a) any failure to abide by Chapter Rules and Regulations set forth in this Chapter handbook;
 - (b) any conduct that discredits the Chapter;
 - (c) any conduct that damages the reputation, either personally or within the business community, to any Chapter member;
 - (d) conviction of any felony or crime which may cause embarrassment to either the Chapter or individual member.
2. "Suspension" is defined as:
 - (a) Temporary termination of voting and other rights of the Chapter member.

ARTICLE 7: MEMBERSHIP TERMINATION PROCEDURE

SECTION 1:

A written complaint will be presented to the B -to- B Representative/Chapter Board of Directors, with a copy given to BUSINESS-TO-BUSINESS, INC at it's corporate offices. Three (3) members of the Chapter will be selected by the Representative

Board to interview the party(s) involved. The three (3) member committee will present it's findings in writing to both the Chapter Representative Board as well as BUSINESS-TO-BUSINESS, INC.

1. If the submitted written report shows "just cause" for membership termination, the Chapter Representative Board may initiate termination proceedings.
2. In the event the B -to- B Representative/Chapter Board of Directors is unable to or refuses to act, the termination proceedings will continue under the authority of a representative of BUSINESS-TO-BUSINESS, INC.
 - (a) The membership termination hearing shall be scheduled at a special meeting by the Chapter Representative Board and/or BUSINESS-TO-BUSINESS, INC. not less than ten (10) days nor more than thirty (30) after the date that Chapter membership termination proceedings began.
 - (b) Notice of the date, time, and place of the scheduled meeting shall be sent to all parties involved at least ten (10) days prior to the scheduled date of the termination hearing by either the Chapter President or a Representative of B-to-B, Inc. Notice shall be given either personally or delivered via U.S. Mail or e-mail.
 - (c) The termination hearing shall take place at a special B-to-B Representative/Chapter Board of Directors meeting not less than fifteen (15) days after the notice has been personally delivered or deposited via U.S. Mail. In the event that a quorum of the Board of Directors fails to attend the scheduled termination hearing, a second meeting shall be scheduled using the same notification procedures described above. Failure to deliver a quorum by the Board of Directors shall result in the dismissal of the membership termination proceedings.
 - (d) The scheduled termination hearing shall be presided over by the B-to-B Chapter President who shall:
 - (1) read the charges against the said member;
 - (2) require that all charges be verified;
 - (3) present any witnesses against the said member;
 - (4) allow cross-examination of all witnesses by the said member;
 - (5) allow the said member to make a statement on his/her behalf;
 - (6) allow the said member to call witnesses on his/her behalf;
 - (7) allow the B -to- B Representative/Chapter Board of Directors who are present to question witnesses;
 - (8) rule on the admission or exclusion of presented evidence and on questions of termination hearing procedure.
 - (e) The scheduled termination hearing procedure shall be considered informal in nature.

SECTION 2:

An individual or business whose membership is terminated shall not be eligible for re-admission to any Chapter of B-to-B.