

**BY LAWS
OF
SOUTHWEST VETERANS' BUSINESS RESOURCE CENTER, INC.**

ARTICLE I

OFFICES

Principal Office

1.01. The principal office of the Corporation for its transactions of business is located in the City of Fallbrook and County of San Diego, California.

Change of Address

1.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the Southwest Region of the United States, which encompasses California, Nevada, Utah, Colorado, Arizona, New Mexico and the Hawaiian Islands. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE II

MEMBERS

Members Prohibited

2.01. The Corporation will not have any members.

Effect of Prohibition

2.02. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors. All rights that would otherwise vest in the members will vest in the Directors.

ARTICLE III

DIRECTORS

Number

3.01. The Corporation must have at least three, but no more than fifteen Directors. The exact number of Directors is seven and this number will be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the members, as that term is defined in Corporations Code Section 5034.

Qualifications

3.02. The Directors of the Corporation must be citizens of the United States.

3.03. Each Director will hold office for the term of two years and until a successor Director has been elected and qualified.

Nomination

3.04. Any person qualified to be a Director under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

3.05. The Directors will be elected at each regular meeting of the Board of the Directors as prescribed by Section 3.07 of these Bylaws. The candidates receiving the highest number of votes up to the number of the Directors to be elected are elected. Directors are eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 by these Bylaws.

Compensation

3.06. The compensation of the Directors and Officers shall be fixed from time to time by resolution of the Board and approved by the vote or written consent of a majority of the voting members of the Corporation. Corporate officers shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary for the conduct of the business of the organization. These shall be reviewed and approved by the Board of Directors periodically. No director or officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Meetings

3.07.

Call of Meetings

(a) Meetings of the Board may be called by the Chairman of the Board or the Chief Executive Officer or the Secretary or any two Directors.

Place of Meetings

- (b) All meetings of the board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Regular Meetings

- (c) Regular meetings of the Board of Directors will be held, without notice, at 10:00 a.m., on the first Wednesday in the month of June and December at the principal place of the Corporation as previously designated, in writing, by the Chairman of the Board of Directors. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day will be held at the same hour on the next succeeding day that is not a legal holiday.

Special Meetings

- (d) Special meetings of the Board may be called by the Chairman of the Board or the Chief Executive Officer or the Secretary or any two Directors. Special meetings may be held on four days' notice by first-class mail, postage paid, or on 48 hours notice delivered personally or by telephone, including voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.
- (e) Notice of special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

- (f) A majority of the authorized number of Directors constitute a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Transactions of Board

- (g) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding

the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(h) The Chairman of the Board or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting. The Board of Directors will be guided by the Non Profit Integrity Act of 2004 to ensure fiduciary duties are understood and strictly compliant with State and Federal provisions.

- (1) All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if terminated by the action of the Board of Directors.
- (2) The Chief Executive Officer may be present on all committees as an observer and will not interfere with the duties of the Committee Chairman.

Adjournment

(i) A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action without Meeting

3.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Removal of Directors

3.09.

- (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:
 - (1) The Director has been declared of unsound mind by a final order of court.
 - (2) The Director has been convicted of a felony
 - (3) The Director has failed to attend two consecutive regular meetings of the Board.
- (b) Any Director may be removed without cause if removal is approved by the Board of Directors within the meaning of Corporation Code Section 5032.

Resignation of Director

3.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Vacancies in the Board

3.11.

Causes

- (a) Vacancies on the Board of Directors occur (1) on the death, resignation or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

Filling Vacancies by Directors

- (b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote

of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.07(d) of these Bylaws; or (3) a sole remaining Director.

ARTICLE IV

OFFICERS

Number and Titles

4.01. The officers of the Corporation shall be a Chief Executive Officer who shall also act as the Chairman of the Board of Directors, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The Chief Executive Officer is the general manager of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer.

Appointment and Resignation

4.02. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Duties of Officers

4.03.

Chief Executive Officer or Chairman of the Board

- (a) The Chief Executive Officer will be the general manager of the Corporation and will, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. The Chief Executive Officer will preside at all meetings of the Board of Directors. The Chief Executive Officer will perform all duties incident to the office of the Chief Executive Officer and any other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors. The Chief Executive Officer is hereby authorized to exercise any right to vote or execute a proxy to vote shares or stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporation or corporations owned or possessed by the Corporation.

Secretary

- (b) The Secretary will keep or cause to be kept at the principal office of the Corporation, or the other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary will perform any other and further duties as may be required by law or as may be prescribed from time to time by the Board of Directors.

Chief Financial Officer

- (c) The Chief Financial Officer of the Corporation will keep and maintain in electronic form, capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of the account will at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer will deposit all moneys and other valuables in the name of and to the credit of the Corporation with depositories as may be designated by the Board of Directors. The Chief Financial Officer will disburse the funds of the Corporation as ordered by the Board of Directors, and will render to the Chief Executive Officer and the Directors, on request, an account of all that officer's transaction as Chief Financial Officer, and of the financial condition of the Corporation. The Chief Financial Officer will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Resignation and Removal of Officers

4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE V

CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

5.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The Corporation must also maintain minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Corporate Seal

5.02. The Board of Directors will adopt a corporate seal in the form and design as impressed upon these Bylaws at this point:

Seal of Corporation

The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

**CERTIFICATE OF SECRETARY OF SOUTHWEST VETERANS BUSINESS
RESOURCE CENTER, INC.**

a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising of eight pages plus this page, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on May 28th, 2008.

Dated _____

Lori M. Renteria
Secretary