

# THE MEBANE BUSINESS ASSOCIATION CONSTITUTION AND BY-LAWS

Revised Date: March 7<sup>th</sup>, 2018

## ARTICLE I NAME & PURPOSE

**Section 1.1: Name** - The name of the association is The Mebane Business Association (herein referred to as the “association” or “MBA”).

**Section 1.2: Purpose** - The purpose of the Mebane Business Association (MBA) is to promote a growing Mebane Community through business networking opportunities and special events which support and enhance the Mebane community. Membership consideration will be considered based on those that impact or fulfill a role that impacts the Mebane community.

## ARTICLE II MEMBERSHIP

**Section 2.1: Qualification** – Any reputable citizen, organization, or business interested in the welfare of Mebane may become a member of the Mebane Business Association, Inc. (MBA)

**Section 2.2: Election of Members** – Such individuals or businesses must submit an MBA application which will be considered by the Board of Directors. Membership is granted after a majority (5 voting directors) vote by the Board of Directors.

**Section 2.3: Honorary Members** – The Board of Directors, at a duly organized meeting, may elect honorary members by unanimous vote of the members present. Honorary members shall be exempt from payment of any dues and shall be entitled to all privileges of regular members, except the right to vote, hold office, or chair a committee.

**Section 2.4: Resignation** – Any member may withdraw from the MBA after fulfilling all obligations to it by giving written notice of such intention to the secretary. This notice shall be presented to the Board of Directors by the secretary at the first meeting after its receipt.

**Section 2.5: Membership Revocation** – Membership privileges may be revoked for any conduct prejudicial to the best interest of the MBA by a majority secret ballot vote of the Board of Directors or for non-payment for three (3) consecutive months of member dues or sponsorship. However the member shall be given an opportunity to present a defense at a meeting of the MBA Board before a vote is taken. A letter of notification of the Board’s decision will be sent to the member within 10 days.

## ARTICLE III FISCAL YEAR

**Section 3.1:** The fiscal year of the MBA shall begin on the first day of July and end on the last day of June in each calendar year.

## ARTICLE IV DUES OF THE ASSOCIATION

**Section 4.1: Annual Dues** – The Board of Directors may approve the amount of annual dues payable to the MBA by its members and is subject to advanced notice and majority vote of the general membership.

*Section 4.2: **Payment of Dues*** – Dues shall be payable in advance on the first day of July of each fiscal year. Dues are payable immediately after acceptance of membership for new members as per Article I, Section 2.

*Section 4.3: **Default and Termination of Membership*** – When any member shall be in default in payment of dues for a period of three (3) consecutive months from the beginning of the fiscal year or period for which dues become payable, his/her membership will be terminated.

## **ARTICLE V MEMBER MEETINGS**

*Section 5.1: - **Annual Meetings*** – There shall be an annual meeting of the general membership in June of each calendar year for election of the Board of Directors nine (9) and for receiving annual reports of the Executive Board (President, Vice President, Secretary and Treasurer), directors and committees, as well as transactions of other business of the association. The proposed annual budget will be submitted to the membership within three (3) months of the start of the new physical year. However, all notices of meetings shall set forth the place, date, time and agenda of the meeting.

*Section 5.2: - **Special Meetings*** – Special meetings may be called by the Board of Directors or the Executive Board at their discretion. Upon the written request of 40% of the membership (quorum), the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for general membership meetings. No business other than that specified in the notice shall be transaction.

*Section 5.3: - **Quorum*** – For general meetings, the presence in person or by proxy of quorum (40% of general membership) is necessary to transact MBA business. A majority five (5) of directors must be present to transact business at the MBA Board meetings.

*Section 5.4: - **Voting*** – Any member of the MBA may be represented (due to illness, out of town, etc.) at any meeting by any designee of the member. This representative could be a staff of the MBA business delegated by its MBA member. Each MBA member is entitled to one vote. If the process of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by written proxy signed by the absent member. (See Section 5)

*Section 5.5: - **Electronic Voting*** – Electronic voting may be used in connection with meetings of the Members based on pre-approved business related voting transactions.

*Section 5.6: - **Proxies*** – Every member of the MBA is entitled to vote ay any meeting any may vote by proxy due to an unforeseen absence. A proxy shall be in writing and revocable at the pleasure of the member executing it.

*Section 5.7: - **Order of Business*** – the order of business at all meetings of the MBA general membership, Board of Directors and Executive Board shall be as follows: (a) verification of attendance; (b) proof of meeting agenda and notice; (c) validation of accuracy of minutes; (d) receipt of communications; (e) election of officers (June) and new business (Board); (f) reports of officers; (g) reports of committees; (h) unfinished business; (i) new business. Agendas of announced meetings will be sent to respective attendees at least one week prior to the meeting date. Minutes of previous meetings will be electronically emailed to members prior to the next meeting of the association.

Any questions as to priority of business shall be decided by the President without debate.

This order of business may be altered or suspended at any meeting by a majority vote of quorum of the members present.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 6.1: Number** – The property, affairs, activities and concerns of the MBA shall be bested in a Board of Directors consisting of nine (9) members in good standing. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be elected in June.

**Section 6.2: Election of Directors and Term** – At the annual meeting in June, there shall be an election by voice vote, ballot or slate for nine (9) directors, made up of four officers (President, Vice President, Secretary and Treasurer) and five members at large. Each member of the board shall serve for (1) year unless re-elected for a concurrent term in June. There is no term limit on director positions. The Board shall be authorized to fill director vacancies caused by resignation, death or other reasons.

**Section 6.3: Duties of the Directors** – The duty of the Board of Directors is to have charge of the affairs of the association and it shall act in all matters when possible to ensure quorum (more than 40%) of members. It shall act as an arbitration board in all matters arising by members. Should any member of the Board of Directors be involved in a dispute requiring arbitration, the remaining members shall be authorized to temporarily suspend that member during the particulate action under consideration.

**Section 6.4: Meetings of the Directors** – Regular meetings of the Board of Directors shall be held on a monthly basis or as necessary to properly carry out the duty of their office.

**Section 6.5: Financial Authority of Directors** – The Directors of the Association have financial responsibilities as they relate to ensuring the MBA is operating within the approved annual budget. In the event that a request is made of the MBA in-between meetings of the membership the Directors have authority to vote with majority and authorize the expenditures of up to \$500.00 without approval of general membership. In the event the request of the Association is greater than \$500.00 the Directors must take the request to the general membership for consideration, vote and approval.

**Section 6.6: Quorum** – In order for the directors to transact business, there must be a majority (5) of the directors present to constitute a quorum.

**Section 6.7: Electronic Voting** – Voting by electronic mail (email) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that the board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days. Vote by email will be conducted in the following manner:

- a. The President or any two (2) Directors may request a vote via e-email. Directors shall have three options regarding their vote:
  - a. Vote to pass the motion
  - b. Vote to reject the motion
  - c. Express the opinion that the motion is not amendable to an electronic vote.
- b. If any member objects to the electronic vote, the motion would remain subject to the regular meeting quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
- c. All directors must have access to electronic mail and it is the responsibility of each director to inform the Secretary or President of the correct email address for purposes of correspondence and email voting.

**Section 6.8: Absences** – Any member of the Board of Directors absent unreasonably for three (3) consecutive Board meetings, without sending a communication to the President or Secretary, constitutes grounds for possible dismissal. If his/her absence should not be accepted by the members of the Board, his/her seat on the board may be declared vacant and the President may proceed to fill the vacancy with remaining Board vote.

*Section 6.9: **Removal of Director(s)*** – Any one or more of the directors may be removed from their position at any time by a majority vote of the Board of Directors during a special meeting called for that purpose.

## **ARTICLE VII OFFICERS**

*Section 7.1: **Number of Officers*** – Four (4) directors of the MBA shall constitute the Executive Board as follows, President, Vice President, Treasurer, and Secretary. There is a two (2) year term limit for all elected executive Board member roles.

*Section 7.2: **Method of Election*** – The MBA general membership shall elect nine (9) directors (four of who will be officers) for a term of one (1) year unless reelected for a concurrent term in June of each year. There shall be a nomination committee formed to solicit and attract directors to run for election. Any member, in good standing, may be considered for a position to serve.

*Section 7.3: **President*** – Executive Board Member - The President shall preside at the following MBA meetings: general, Board of Director and Executive Board. The President may attend any committee meeting ex-officio (has no voting rights), with the exception of the nomination committee. He/she shall also communicate to the MBA general membership or the board of Directors, make suggestions, recommendations or express opinion which tend to promote the prosperity and welfare of the MBA or the membership.

*Section 7.4: **Vice President*** – Executive Board Member - In the absence of the President the Vice President (VP) shall perform the duties of the President. It shall be the duty of the VP to assist the President with any duties delegated such as scheduling speakers and securing meeting sponsors. It is expected the VP will serve as President the following year. In the absence of the VP, Secretary will perform these duties.

*Section 7.5: **Secretary*** – Executive Board Member - It shall be the duty of the Secretary to give adequate notice of and attend all meetings of the MBA. He/She shall keep record of all MBA decisions/actions as well as maintain all MBA correspondence. He/She shall keep a list of the members of the MBA and turn it over to the treasurer. He/She shall also carry out all orders, votes, resolutions or other communication as requested by the MBA. In the case of absence of the secretary, the Executive Board may appoint another member of the Board as secretary pro-tem. The secretary shall be the keeper of the MBA's seal.

*Section 7.6: **Treasurer*** - Executive Board Member – The Treasurer position is a position of trust. The Treasurer shall keep an account of all monies received and expended for the use of the MBA. He/She shall make disbursements only upon approval of the Executive Board. He/She shall deposit all assets received in banks or trust companies approved by the Executive Board and make a report at the annual meeting or when called upon by the President (e.g. monthly MBA meetings). Funds (CD's, Money Market Accounts, etc...) may be withdrawn only upon the approval of the President or a majority vote of Executive Board. In the case of the treasurer's absence, the Executive Board may appoint another member of the Board as treasurer pro-tem. The financial records of the Association should be open to the Executive Board for review upon request.

The President and the Treasurer will be listed jointly on all financial accounts associated with the business of the MBA. It is left open to a vote of the general membership to request a background check be performed at the cost of the association for the newly elected Treasurer.

*Section 7.7: **Vacancies*** – All vacancies of any director shall be filled by the Board of Directors at its regular meeting or at a special meeting called for that purpose.

## **ARTICLE VIII COMMITTEES**

*Section 8.1: Appointment of Committees* – Committees and their respective chair persons may be established within the MBA at the discretion of the Board of Directors. Members of such committees shall hold the position until the end of the MBA physical year.

*Section 8.2: Committee Quorum* – A majority of any MBA committee shall constitute a quorum for the transaction of business.

*Section 8.3: Committee Vacancies* – The various committees shall have the authority to add, remove and fill vacancies within their committees with other MBA members.

## **ARTICLE IX SEAL**

*Section 9.1:* The seal of the corporation shall be as follows:

## **ARTICLE X PARLIAMENTARY PROCEDURE**

*Section 10.1:* Meetings of the Association shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and Bylaws of the Association.

## **ARTICLE XI AMENDMENTS OF BYLAWS**

*Section 11.1:* These bylaws may be amended, repealed or revised or repealed by a majority vote of a quorum present at any meeting of the general membership, provided that the following steps have been taken:

1. Proposed changes have been submitted to the Board of Directors with advanced notice.
2. The Board of Directors have reviewed, revised (if necessary) and approved the presentation of the proposed changes to the general membership.
3. Written notification of the proposed changes has been sent to all members of the MBA at least 30 days prior to the meeting at which changes are to be considered.

## **ARTICLE XII ASSOCIATION DISSOLUTION**

*Section 12.1:* In the event of the Association's dissolution, the remaining financial assets in the treasury after all association expenses have been paid, will be earmarked to enhancing the mission of the Association and the greater community.