

Bylaws of the Millard Business Association

REVISION: October, 2021 Article

I – NAME AND PURPOSE

Section 1 – Name: The name of this organization will be Millard Business Association, Inc. hereafter referred to in this document as “MBA” or “Association”. MBA will be a non-profit organization incorporated under the laws of Nebraska. Members will be held accountable to scrupulous moral and ethical business and citizenship standards.

Section 2 – Purpose: MBA is organized to 1) promote, preserve, and enhance Millard area commerce, 2) to develop active business-to-business networking among Members, 3) provide business-specific educational opportunities to Members, and 4) provide benevolent community programs.

The Millard commerce area or the Millard business district will be defined as the general area within and about the greater Millard School District of Omaha, Nebraska. The Millard commerce area or the Millard business district hereafter will be referred to in this document as “Millard.”

Article II – Membership

Section 1 – Eligibility: Any business entity within or outside of Millard may apply for membership. A business entity will be a sole proprietor, partnership, limited liability company, corporation, or a non-profit organization. Application for membership will be in writing or online and accompanied with membership dues. Membership will be granted upon the simple majority approval of the Board of Directors. Individual Business Members may retain their membership should they change companies. All other Memberships are owned by the organization/business and the organization/business may reassign the memberships to a different designated member. Memberships are non-transferable, except for designated members.

Section 2A – Membership Designations: Membership of MBA will be classified as Members and Associate Members. An Individual Business Member joins whether they are a single business entity or an employee of a company. Members joining before July 17, 2003, will inherit a “Charter” reference. Memberships will continue year-to-year.

Section 2B – Membership Designations:

Designated Member. As designated by business. Membership is owned by business and can be changed by the business. Designated member is in control of assigning, renewing and changing Associate Members.

Associate Members. Organizations or business may add unlimited associate members. Associate members are renewed at same time as Designated Member.

Section 3 – Resignation and Termination: Any member may resign in writing to the Secretary. Memberships may be reviewed by the Board of Directors for any of the following reasons: a complaint filed by any member or nonmember to the Secretary which raises questions about the ethical business practices of a member or a principal/agent of a member; a negative rating or report by the Better Business Bureau; criminal activity; or conduct determined to be inconsistent with the purposes of the Millard Business Association. Memberships can be reviewed at any time. Memberships reviewed by the Board of Directors may be terminated by a 2/3 majority vote of the Board of Directors. Terminated members may submit an appeal of termination to the Board of Directors in writing within 30 days of the Board's decision to terminate. Any decision to reinstate a terminated member requires a 2/3 majority vote of the Board of Directors.

In the event of a conflict of interest between the Board of Directors and the member reviewed, the Board may appoint a three-member panel to review the member and recommend termination or retention by a simple majority vote.

Section 4 – Dues and Fees: When deemed necessary by the Board of Directors, recommended changes in dues for Membership designations will be presented through a motion to the Board of Directors for a 2/3 majority vote approval. Member's anniversary date will be the first date of the month in which they had applied. Renewal dues will be determined delinquent if not paid within their anniversary month. Associate Member dues for each associate are renewed on the same billing as their Business/Organization. Associate Member dues are not prorated, but Associate Members can be added or substituted at any time. Membership fees will be reviewed by the Board of Directors on an annual basis.

The Board of Directors may charge fees to members for MBA products and services.

Section 5 – Referral Clubs/Networking Group Eligibility: All members of approved MBA Referral Groups must be on the official MBA roster at one of the approved membership designations (Article II Section 2A and 2B). Referral Groups are governed by the Referral Group By-Laws).

Articles III – MEETINGS OF MEMBERS

Section 1 – Board of Director Meetings: Board of Director meetings will be held once a month. All Appointed Officers, Committee Chairs and invited guests will be in

attendance. Meeting location and time will be published on the MBA website calendar.

Section 2 - Regular Meetings: Members of the Association will meet regularly as advertised by the Board of Directors. Notice of meetings to members will be given two weeks in advance by first class prepaid postage mail, phone call messages, or e-mail messages. Regular meetings will be open to all qualified members and invited guests.

Section 3 – Annual Meetings: Annual MBA business will take place in the month of October at a location within the Millard area. Election of Officers will be by ballot. Notice to members only will be given one month in advance by first class prepaid postage mail, phone call message, or e-mail messages. The announcement of Annual meetings will be advertised in an Omaha, Nebraska business publication six (6) weeks prior to the Annual Meeting.

Section 4 – Special Meetings: The presiding officer of a regular meeting may reschedule a meeting due to lack of quorum. Special meetings may be called by the President or two members of the Board of Directors. Notice of rescheduled meeting will be given five days in advance by first class prepaid postage mail, phone call message, or e-mail messages. Notice will be waived to no less than one day if the Board of Directors votes to do so by a simple majority vote.

Section 5 – Quorum: Board of Director meetings will require 50% attendance of Officers and Directors to conduct business. Regular meetings of the membership will not require a quorum. Annual meetings do not require a minimum quorum. Unless otherwise stated within this document, meetings will function in accordance with Robert's Rules of Order.

Section 6 – Voting Privileges: A business entity will be eligible to appoint one voting representative. Each Designated Member is eligible to vote. Associate Members are not eligible to vote, unless the associate member is designated by the Organization/Business as their voting delegate. Staff will not have a voting privilege. Members with delinquent dues or assessments will not have voting privileges. A written proxy vote will only be accepted through an officer of the Board of Directors. Absentee ballots will be allowed at the Annual Meeting and Election of Officers.

Section 7 – Attendance: Annual meetings will only be attended by business entity voting designations, members, and invited guests. Regular and Special meetings will be open to all MBA members and invited guests. Committee meetings will be open to MBA members and invited guests. Any Board Member may be removed from the Board of Directors at any time during their term for lack of attendance or performance. This vote requires a 2/3 majority vote.

Section 8 – Compensation: Staff to the Board of Directors will be the only members compensated for services. Staff will attend Board of Director meetings only upon the request of the President. The President will be the point of contact for any Contractor and will sign Contractor agreement. Any Employee of the MBA will report to the President, the President-Elect, and the Past President. All duties of the Employee will be created, revised, and approved by the Board of Directors annually.

Article IV – Board of Directors

Section 1 – Board of

Directors: Executive

Officers

President – Non-Voting status except to break a tie.

President Elect

Past President

Vice President

Secretary

Treasurer

Permanent Committee Chairs

Temporary/Special/Investigative Directors

Staff –Non-Voting status

Section 2 – Officers and Duties:

MBA Board Positions

PRESIDENT

- Preside over meetings in accordance with Robert’s Rule of Order
- Oversee day-to-day Association business activities
- Coordinate meeting agendas
- Sign/execute/deliver authorized contracts/instruments for the Association which the Board of Directors has approved
- Preside over Annual Meeting
- Act as Community Affairs Liaison
- Assume the office of Past President following their year as President
- Attend 1/2 of social networking events each month

PRESIDENT ELECT

- Assume the Office of President the following year
- Prepare for their year as President by assisting the current President
- Coordinate annual Banquet
- Attend 1/2 of social networking events each month

VICE-PRESIDENT

- Assume the Office of President Elect the following year
- Preside over meetings in the President absence Recruit new members for committees
- Attend 1/2 of social networking events each month

SECRETARY

- Record and keep minutes of meetings
- Keep minutes of committee meetings when presented at a Board meeting
- Send notice of meetings to members
- Process Correspondence
- Attend 1/2 of social networking events each month

TREASURER

- Deposit income, write checks and mail payments
- Record and report incomes and expenses through QuickBooks
- Report Association financial data to the Board of Directors
- Keep record of transactions
- Oversee reserve funds
- Attend 1/2 of social networking events each month

PAST PRESIDENT

- Preside over meetings in place of absent President and Vice President
- Special Advisor to President
- Robert's Rule of Order Mediator, By-Law Mediator
- Election Chairperson

MEMBER AT LARGE - MEMBERSHIP

- Oversee the following Committee Chairs: Membership, Expo, Ambassadors, Elections, Ribbon Cutting
- Interact with all Committees Chairs and Committee members
- Assist with recruitment of members for committees
- Oversee Committee Budgets

MEMBER AT LARGE - NETWORKING

- Oversee the following Committee Chairs: Networking, Referral Groups, Marketing, Banquet, After-hours
- Interact with all Committees Chairs and Committee members
- Assist with recruitment of members for committees
- Oversee Committee Budgets

MEMBER AT LARGE - COMMUNITY

- Oversee the following Committee Chairs: Government, Education, Civic Connections, Ribstock, Newsletter, Community Connections
- Interact with all Committees Chairs and Committee members
- Assist with recruitment of members for committees
- Oversee Committee Budgets

Section 3 – Committees: Permanent and Temporary committees will be recommended by the Board of Directors to accomplish a specific task or function. The Executive Board of Directors will appoint committees. Permanent Committees will be as follows: Membership, Networking, Referral Groups, Government, Education, Civic Connections, and Marketing. The Board of Directors will commission Committee Chairs. Committee Chairs will report to the Board of Directors through the Vice President. Committee Chairs will recruit and assign members to their respective committees. Committee Chairs will prepare project/program budgets for the Board of Directors' approval. Committee

Chairs will design a Committee table of organization, sub-committees, and duties of members. Committee Chairs will schedule and advertise meetings of the Committee as frequent as necessary to accomplish objectives. A Two- Third majority vote of the Board of Directors will be necessary to terminate a permanent committee or a permanent Committee Chair.

The Millard Business Community Foundation Liaison position will have a voting status at the Board of Directors business meetings.

Temporary/Special/Investigative Committee Chairs will have a non-voting status at the Board of Directors business meetings. Temporary/Special/Investigative Committees will terminate upon completion of mission/purpose. Co-chaired Committee Chairs will only have 1 vote.

Section 4 – Length of Term: Officers will serve no longer than two consecutive one-year except President Elect. Upon election to a position, Executive Board Officers as well as all Permanent Committee Chairs will be subject to a criminal background checks at the expense of the MBA. The Past President will not be eligible to hold any future Officer’s position except as selected to fill a Past President vacancy or to fill a temporary Officer vacancy of no more than sixty days duration by the Board of Directors.

Vacancy of any Board of Directors Officer will be filled by a member in good standing at the next regular board meeting by a simple majority vote. Past President vacancies will be filled by choosing from the pool of Past Presidents or members of the originating pre-corporate steering committee. President Elect vacancies will be filled by an appointment of the Board of Directors.

Section 5 – Qualification for Board of Directors Officers: The Nomination Committee will formulate qualifications and eligibility standards by utilizing the bylaws to become an Officer of the Board of Directors. The President Elect will serve on this committee as ex-officio. The Past President, any MBA Member or originating pre-corporation member is eligible to serve on this committee. Staff will not be eligible to hold an office or serve on any committee.

The President-Elect will assume the office of President following their year in office. If the President-Elect declines the position, the President’s position will be voted on at the Annual Meeting and Election of Officers.

Prerequisites to run for the following positions:

President:

Previously served on the MBA Board of Directors or Executive Board for a minimum of 1 year. Be a member in good standing. Finally, be willing to commit 2 years of service to the MBA and its members.

President Elect:

Individual must be a member in good standing. Previously been active member for a minimum of 1 year. Finally, be willing to commit 3 years of service to the MBA and its members.

Vice President:

Previously been active in the MBA for a minimum of 1 year.

Be an MBA Member in good standing.

Be willing to commit to serve for the good of the MBA and its members.

Secretary:

- Previously been active in the MBA for a minimum of 1 year.
- Be an MBA Member in good standing.
- Be willing to commit to serve for the good of the MBA and its members.

Treasurer:

- Previously been active in the MBA for a minimum of 1 year.
- Be an MBA Member in good standing.
- Be willing to commit to serve for the good of the MBA and its members.

Article V – BUSINESS

Section 1 – Association Goals: The Board of Directors will be empowered to design short and long-term Association missions/policies as well as formulate strategic and marketing goals. The Board of Directors will delegate action plans/activities to accomplish goals throughout the Board of Directors. The Board of Directors will adopt rules and regulations for conducting business of the Association and is empowered to hire staff.

Section 2 – Contracts: The Board of Directors will authorize the President or Agent of the Association to enter into contracts or execute and deliver any instrument in the name of the Association. Any such authority will be specific as to the dollar amount, period and approval of the Board of Directors.

Section 3 – Gifts: The Board of Directors will accept any contributions/gift/in-kind donations/bequests/devises for general or specific purpose(s).

Section 4 – Expenses: Reimbursement for approved purchases to Members will be granted upon receipt of required documentation.

Section 5 – Records: Board of Director and Committee reports will be kept at the registered or principal office of the Association or via internet storage. All records of the Association will be made available for inspection by any member by the Board of Directors. Minutes of Board of Director meetings will be made available upon request to any member.

Section 6 – Fiscal Year: The fiscal year of the Association will begin on January 1st and conclude on December 31st of each year.

Section 7 – Waiver of Notice: Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing

signed by the person(s) entitled to such notice, whether before or after the time stated herein, will be deemed equivalent to the giving of such notice.

Section 8 – Amendments to By-Laws: These By-Laws may be altered, amended, or repealed by a 2/3 majority vote by the Board of Directors at any Annual, Regular or Special meeting. A membership announcement regarding By-Law revisions will be scheduled and advertised one month prior to the Annual meeting.

Section 9 – Offices: The principal office of the Association will be the Millard Business Associations PO Box or at other such lawful places as designated by the Board of Directors.

Section 10 – Indemnification: Except for negligence or misconduct in the performance of duties, Officers/Committee Chairs/Employees of the Association will be indemnified against costs/expenses/fees/judgments/fines/settlements incurred from actions/suits/proceedings. At the discretion of the Board of Directors, Officers/Agents/Staff will be bonded by the Association for appropriate/sufficient fidelity bonding/insurance/license.

-END-

Approved Date:

Witness:

John Drazic, President

Witness:

Witness name here, Title here