

MORGANTOWN AREA BUSINESS ASSOCIATION BYLAWS

ARTICLE I – GOVERNANCE

1. NAME

The name of the organization shall be "Morgantown Area Business Association" (hereinafter referred to as "MABA" or "the MABA.")

2. AREA

The Morgantown Area is defined as that area containing Morgantown, Caernarvon Township, Berks County, plus its contiguous business area including but not limited to, Lancaster County, Brecknock Township, Robeson Township, Union Township, New Morgan Borough, Berks County, Warwick Township, West Nantmeal Township, East Nantmeal Township, Elverson Borough, Honey Brook Borough and Honey Brook Township, and Chester County.

3. PURPOSE

The purpose of the MABA is to promote economic, civic, industrial, commercial and educational development within the Morgantown Area.

Exchange ideas and take measures to enhance the Morgantown area as a business center, a tourist center, and as a desirable place to live.

Exchange ideas and make proposals that will promote community growth and development.

Consider and take action on legislative proposals affecting the Morgantown Area.

ARTICLE II - MEMBERSHIP

1. ELIGIBILITY

Membership shall consist of individuals and businesses committed to the purpose of the MABA.

2. MEMBERSHIP

Members may include:

Any incorporated or unincorporated firm, business, profession, professional organization or retired professional that has an office or place of business physically located within the Morgantown Area, or that conducts business in the Morgantown Area. (*Article I, Item #2 - "Area"*)

Each member shall designate to the Executive Board, in writing, via membership form, fax or email, the name its representative to act on behalf of the member.

3. APPLICATION FOR MEMBERSHIP

Upon completion of the Membership application and payment of the appropriate dues amount, new members shall be listed in the newsletter and on the website and then announced at the next regularly scheduled meeting. A membership application submitted without payment arrears will be placed in a 'pending' status until dues are paid.

4. DUES

Dues shall be established annually by the Executive Board and voted upon at a regular or annual meeting of the membership.

Annual membership dues must be paid no later than January 31 to remain a member in good standing for that fiscal year. (*Article VI, Item #1-"Fiscal Year"*)

New members that submit membership applications and payments on or after October 1 of a year will be considered members in good standing from the date the application and dues payment is received, through December 31 of the following calendar year.

Members who join or renew at a time other than the October 1 to January 31 membership renewal period, will be considered active members from the date the membership application and dues payment is received through December 31 of that calendar year.

5. TERMINATION

Any member may resign as a member of the MABA upon written notice to the Executive Board. Notification of intent not to renew membership will result in termination of membership at the end of the calendar year.

Nonpayment of dues after ninety days (90) from the due date shall terminate the membership of that member business.

A member may be expelled by two-thirds (2/3) vote of all regular members in attendance at a regular meeting for conduct unbecoming a member or actions prejudicial to the goals or reputation of the MABA, after notice and opportunity for a hearing before the Executive Board is offered to the member. Members must be present to vote.

6. VOTING

Each member, through its designee, shall be entitled to cast one vote at meetings of the members.

The right to vote is limited to members in good standing who are present at the time a vote is taken at a meeting.

On voting activities requiring a ratification of the entire membership conducted by mail or email, no reply will be considered a non-reply. To register a negative vote, written (i.e. mail, fax, email) notification must be given and received by the specified date.

ARTICLE III – MEETINGS

1. REGULAR MEETINGS

Regular monthly meetings shall be held as established by the Executive Board upon at least five (5) days advance written notification to the members as to location, date and time. Neither smoking nor the use of alcoholic beverages will be permitted when MABA meetings are in session. Appropriate alcoholic beverages may be consumed at dinners or other social events.

The meeting of the regular membership of the association, which may include members of the Executive Board, shall meet on the third Tuesday of each month. Business at a meeting of the regular membership shall be conducted by a majority vote of those active members present.

The postponement of a regular meeting can be initiated by a member of the MABA making a motion, a second to the motion and established by a majority vote of those present.

2. EXECUTIVE BOARD/COMMITTEE MEETINGS

The Executive Board may meet monthly or by special notice, which shall given at least five days prior to the meeting. The Executive Board may or may not choose to meet regularly with the Executive Committee. (The Executive Committee is the Executive Board members and committee chairpersons.)

Meetings of the Executive Board may be initiated at the request of any member of the Executive Board. The notice to all committee members shall be given at least five days prior to the meeting.

The Executive Board shall meet on the second Tuesday of each month. A quorum for executing any business at a meeting of the Executive Board shall be by a majority of those active Executive Board members who must be either present or in contact by phone, email, or mail communication.

3. ANNUAL MEETING

The annual meeting shall be held on a designated Tuesday in December to announce the election of officers, to receive annual reports, and for other business that may come regularly before the MABA.

4. SPECIAL MEETINGS

The President or any member of the Executive Board may call special meetings of the members whenever it is deemed necessary or desirable. At least five days written notice of a special meeting shall be provided to the membership.

5. QUORUM

The presence in person or by proxy of at least 50% of the Executive Board shall constitute a quorum at any Executive Board meeting.

The presence in person or by proxy of twenty (20) regular members of the MABA shall constitute a quorum at any annual or special meeting of the members.

No quorum is required for a regular meeting of the MABA.

ARTICLE IV – AUTHORITY

1. OFFICERS

In order to govern, the officers of the MABA, called the "Executive Board," shall consist of:

- a. President
- b. Vice-President of Events/Programs
- c. Vice-President of Membership
- d. Vice-president of Marketing
- e. Secretary
- f. Treasurer
- g. Past President (immediate Past President only, in an advisory capacity)

These officers shall be elected by the regular members at the Annual Meeting. No person shall serve as President of the MABA for more than two consecutive years. However, after at least one-year absence from the office of President, a person is again eligible for election to that office.

Officers of the MABA shall be elected from the regular membership.

The chairpersons of the standing committees shall be appointed from volunteers from the general membership by the President at the first regular meeting following the Annual Meeting and shall serve annually or until their successors are chosen.

Any vacancy occurring in an elective office during the year shall be filled by a majority vote of the Executive Board, and the elected person shall serve for the remainder of the term.

Any member may volunteer and be appointed to chair or serve on any committee, standing or otherwise.

Resignation of Officers

Upon the resignation of an officer, the Executive Board shall appoint an officer from interested candidates to fulfill the vacancy created for that unexpired term. Said appointments shall be made by the next scheduled meeting after the acceptance of the resignation and shall be approved by a majority of the regular members in attendance.

2. DUTIES OF OFFICERS

- A. President - through the direction of the Executive Board and with the help of the elected and appointed officers and chairpersons, will be responsible for the overall activities of the MABA and shall govern the MABA with the purpose of attaining the goals set by and for the MABA by the Executive Board and these Bylaws. This person under the direction of the Executive Board shall be the only official spokesperson for the MABA.

In addition, the President shall:

1. Be an active MABA member in good standing for a minimum of two (2) years prior to being nominated.
 2. Be the chief Executive and Administrator.
 3. Be considered an active member of all standing and other established committees. The President may attend any or all committee meetings.
 4. Cause to have proper records and documentation established, prepared, and distributed.
 5. Collaborate with the Executive Board in developing an annual plan and budget that best serves the needs of the membership.
 6. Prepare meeting agendas and presides at all meetings of the Executive Board and membership.
 7. Appoints the Nominating Committee from volunteers from the general membership who are not running for office.
 8. Communicate regularly with webmaster with appropriate changes and/or updates.
- B. Vice President of Events/Programs - shall be responsible to oversee the administrative functions of the MABA with the help of the Secretary and the other elected and appointed officers. In addition, the Vice President shall:
1. Assist the President in all matters of concern and fill in for the President during his/her absence or when called upon by the President.
 2. Plan and arrange the time, place, and reservation for meetings.
 3. Arrange for meeting speakers.
 4. Oversee all events such as business expos, mixers, picnic, holiday dinner, annual meeting, etc. Does not chair events, but makes sure events have a chairperson and receives monthly reports for the Executive Meetings.
 5. Work with the Executive Board to appoint the following committee chairs – and work with each chairperson to present updates to the Board: Expo Committee, Golf Outing Committee, any other special committees.
 6. Work closely with the webmaster and provide event news and information for the website.

- C. Vice President of Membership

1. Appoints a chairperson for the membership committee. Committee members are chosen by the chairperson from volunteers from the general membership.
2. With members of the membership committee, greets guests and acts as MABA host/hostess at MABA events.
3. Collects and distributes all mail.
4. Oversees all membership issues such as contacting new/potential members.
5. Works closely with the webmaster, providing new member data and other information as acquired.

6. Receives reports from sub committees and reports back to the Executive Board on their behalf.
 7. Represents the MABA before local governments; attends municipal board meetings, etc. as needed. Reports on issues affecting the MABA in the surrounding areas. (*Article I, Item #2 -"Area"*)
- D. Vice President of Marketing – is responsible for the production and distribution of the directory, newsletter, maps, placemats, etc., and shall:
1. Oversee the printing of the directory. The Vice President of Marketing may appoint a chairperson to coordinate the directory.
 2. Work closely with the webmaster.
 3. Represent the MABA at local government meetings, e.g. township supervisors' meetings, and keep the Executive Board apprised of actions or happenings that might affect MABA members.
 4. Oversee production of any maps or placemats for MABA. The VP may request a special committee be formed for this purpose.
- E. The Secretary - shall maintain the records, shall be responsible to take the minutes of all MABA meetings and maintain them in a secure place. The Secretary shall also be responsible to maintain an attendance sign-in sheet of every regular membership and executive board meeting and to keep those records on file with the minutes of each meeting.

In addition, the Secretary shall:

1. Have good written and verbal communication skills and be able to record accurate minutes.
 2. Record the minutes of all meetings of the Executive Board and regular membership. Minutes shall include the number of members in attendance.
 3. Conduct general correspondence for the MABA and share correspondence with the membership at the president's request.
 4. Provide one copy of the executive board minutes to each executive board person.
 5. Provide one copy of regular meeting minutes to the president, the newsletter chairperson and the webmaster.
 6. Obtain approval of meeting minutes from the membership and approval of executive board minutes from the executive board.
 7. Preserve in a permanent file all minutes and records of value to the MABA. Minutes shall be permanently retained.
 8. Maintain a roster of officers, committee chairs, and committee members and report changes to the executive board.
 9. Receive payment of dues or other monies in the absence of the treasurer.
 10. Countersign checks in the absence of the president or treasurer.
 11. Turn over all payments accompanied by an itemized report to the treasurer.
 12. Preside at regular meetings in the absence of the president and vice president.
 13. In the event that a member does not pay his/her dues after ninety-days (90) from the date due, the Treasurer shall notify the Secretary in writing that membership of that member business in MABA is terminated. The Secretary shall then notify the member business of membership termination.
- F. The Treasurer - shall be responsible for receiving and disbursing all funds for the MABA and for reporting the balances of all accounts of the MABA both to the general membership and at other times as determined by the Executive Board. In addition, the Treasurer shall:
1. Be bonded in an amount equal to the maximum amount on deposit in the name of the MABA with the cost of the bond being paid by the MABA.
 2. Obtain and file any required Internal Revenue Service (IRS), and state and local forms as needed, and retain copies of these forms on file.
 3. Administer the bank account(s) of the MABA, keeping itemized records in the permanent file of all receipts and expenditures, which shall be retained for at least seven years.

4. Collect and make bank deposits and issue receipts for all MABA monies, and reconcile bank statements with MABA records.
5. Submit treasurer's books for audit before the end of his/her term of office or at any time upon the request of the membership or executive board.
6. Disburse money as approved by the MABA. All disbursements shall be made by check, countersigned by the president, or in his/her absence, the secretary. Disbursements over \$1,000 shall also be approved by the membership.
7. Present a monthly financial report to the executive board.
8. In the event that a member does not pay his/her dues after ninety-days (90) from the date due, notify the secretary in writing that membership of that member business in MABA is terminated.
9. Oversee electronic payment system.
10. Maintain contracts and other valued documents of the MABA as determined by the Board, in a secure place such as a safe deposit box. The President and Secretary will also have access to the safe deposit box.

G. The Past President – only the immediate past president will serve in an advisory capacity or any capacity called upon by the executive board and willing to perform.

3. COMMITTEES

Standing committees are made up of general membership volunteers excluding those currently holding executive positions. Committee chairpersons are appointed by the president or vice president to whom the committee will report. Chairpersons can select their committee members immediately upon appointment. Any member may volunteer and be appointed to serve on any committee, standing or otherwise. No member shall chair more than one committee at a time.

Executive board members are assigned responsibility for specific committees. Standing committees shall meet at regular intervals, preferably prior to executive board or committee meetings. Committee chairs shall make regular reports to their respective vice presidents.

Individual working subcommittees may be established and its members shall be appointed by the President to address specific concerns and/or tasks. (*E.g. Expo Committee*)

Each committee chair shall have a written agenda prepared for each meeting. The chairperson shall explain clearly to committee members the scope of committee duties, funds allocated, and procedures to follow to fulfill committee duties.

All chairs of special or sub committees will report to the Vice Presidents in charge of those committees, prior to the executive meetings. They will not attend the executive meetings unless their presence is requested by the president or one of the vice presidents in order to provide a more detailed report, or they ask to attend the executive meeting for some pressing or special need. Any member may volunteer and be appointed to serve on any committee, standing or otherwise.

- 1) Scholarship – shall provide suitable applications from which to vote for scholarship awards from the MABA. This committee reports to the President.
- 2) Golf Outing – This Chairperson will be responsible for the planning, advertising, and coordination of all phases of the Golf Outing. It is the responsibility of the Golf Outing Chairperson to keep Executive board members informed on a timely basis, with news and event information relayed to the Webmaster. This committee reports to the Vice President of Events.
- 3) Business Expo – This Chairperson will be responsible for the planning, advertising, and coordination of all phases of Business Expos. It is the responsibility of the Business Expo Chairperson to keep Executive board members informed on a timely basis, with news and event information relayed to the Webmaster. This committee reports to the Vice President of Events.
- 4) Nominating – Shall consist of not less than three (3) members elected from volunteers from the general membership who are not running for office. Identify eligible MABA members willing to

serve as board members and officers. In October, provide the general membership with the names of the nominees for the various offices via the newsletter and website. Place a ballot in the November newsletter and on the website for membership use. Voting will take place and ballots collected at the December meeting. This committee reports to the President.

- 5) Audit – This committee is responsible for auditing the records of the treasurer. This activity shall take place during the final month of a treasurer's term, whenever a vacancy occurs, or when otherwise deemed necessary by the Executive Board. This committee is appointed by the president and is responsible for reporting status to the MABA executive board and maintaining compliance with the operating budget. This committee reports to the President.

4. SUPPORT

It shall be the function of the committees to carry out their responsibilities, make recommendations to the Executive Board, and perform such activities as may be delegated to them.

- 1) Webmaster - The Webmaster is responsible for keeping MABA website up to date. This is a support position that works closely with most of the executive board members. Web administration responsibilities and requirements include:
 - a. By education and/or experience, be able to update and maintain the MABA website.
 - b. Keeping the master membership roster updated from new member forms, returned membership renewal forms, and direct communication from MABA members.
 - c. Keeping the master membership roster secure from unauthorized release and possible misuse. This responsibility will be shared with other MABA board members, and other committee chairpersons as designated by the MABA Board.
 - d. Distributing data from the membership roster as needed for designated and authorized purposes.
 - e. Forwarding appropriate email messages to responsible board members for handling.
 - f. Posting the MABA monthly newsletter and the regular meeting minutes on the website in addition to upcoming general meeting dates and program/speaker information.
 - g. Posting the MABA current news of interest, including photos, on the website.
 - h. Organizing and formatting information on the website to conform to the current approved style and web industry standards. Reviewing the site for possible content and design revisions as needed.
 - i. Sending email broadcasts to members as approved and requested by Executive Board members only.

If no MABA member is qualified, available, and/or willing to manage the website, the board may consider hiring a non-member.

5. LIMITATION OF AUTHORITY

Except as otherwise set forth in these bylaws, no action by any member, committee, or executive board member shall be binding upon or constitute an expression of the policy of the MABA until it shall have been approved or ratified by a majority vote of the regular members of the Executive Board, as may be appropriate.

A committee shall be discharged by the President or appropriate vice president, when their work has been completed and their reports accepted, or when, in the opinion of the Executive Board, it is deemed appropriate to discontinue a committee.

ARTICLE V – ELECTIONS

1. OFFICERS NOMINATING COMMITTEE

At least sixty days (60) prior to the Annual Meeting of members, the President shall appoint an Officers Nominating Committee composed of volunteers made up of people who are not running for office. This committee must then be voted upon and approved by the regular membership at that meeting.

The Officers Nominating Committee shall recommend to the Executive Board one or more candidates for each office to serve a term of not more than two (2) years, except the Vice President who can serve three (3) terms.

The nominees shall be selected from the regular members or designees of regular members of the MABA.

2. ANNUAL ELECTION

The proposed officer candidates shall be contacted by the Nominating Committee within ten (10) days after the regular October meeting to determine if they are willing and able to serve. Candidates shall accept by letter of intent via U.S. mail or email.

At the November regular meeting prior to the Annual Meeting, written nominations shall be submitted by a Nominating Committee of a slate of candidates for the officers of the MABA.

The voting for the election of the officers of the MABA shall be tabulated and announced at the Annual Meeting of the members for an annual term commencing with the beginning of the next fiscal year.

In the event of a tie vote for a certain office, a vote shall be taken of the regular members attending the annual meeting with a majority vote determining the winner.

3. BALLOTS

The nominees for office shall be certified by the Executive Board to the President for printing on the official ballot of the MABA. The ballot shall be mailed or emailed to each regular member of the MABA at least fifteen (15) days prior to the date of the Annual Meeting.

All ballots, in order to be counted, must be returned via U.S. mail or hand-delivered no later than the close of business of the day immediately preceding the Annual Meeting. Email returns will not be accepted.

The President shall supervise the counting of the ballots and shall report on the results of the balloting to the members at the Annual Meeting.

A majority of votes cast for the office, or offices, shall determine the winner of the election.

Members contesting the election of any officer or officers may ask for a review of the ballots. Present at the review will be the President, the contesting member, and one other volunteer member.

ARTICLE VI – FINANCES

1. FISCAL YEAR

The fiscal year of the MABA shall begin on January 1 and close on December 31.

2. BUDGET

At a special meeting prior to the Annual Meeting of the members, the Executive Board shall adopt the budget for the coming fiscal year for presentation and approval at the Annual Meeting.

3. FUNDS

All money paid to the MABA shall be placed in a general operating fund by the treasurer and deposited under the name of the MABA.

Funds unused from the current years' budget may be placed in a reserve interest bearing account.

4. DISBURSEMENTS

Upon approval of the budget, the President and Treasurer are authorized to make disbursements for the accounts and expenses provided for in the budget without additional approval of the Executive Board.

All checks must be signed by the President and the Treasurer, and withdrawal from any bank account shall require the signature of both the President and the Treasurer of the MABA. The Secretary, or other authorized Board member, may countersign checks in the absence of the president or treasurer.

Disbursements shall be by check from the checking account of the MABA.

ARTICLE VII – DISSOLUTION

The MABA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, no part of said funds shall be distributed to the members of the MABA or any other person, business or organization unless approved by the Executive Board in furtherance of said objectives and purpose.

On dissolution of the MABA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as to be selected by the Executive Board, and voted upon by the regular membership.

ARTICLE VIII – PARLIAMENTARY PROCEDURE

The current edition of "Roberts Rules of Order" shall be the final source of authority in all questions of parliamentary procedure, when such rules are consistent with the Bylaws of the MABA.

ARTICLE IX – AMENDMENTS

1. REVISIONS

These Bylaws may be amended by a two-third (2/3) vote of all of the regular members present, provided the amendment has been submitted in writing to the regular members and that a polling of the membership is solicited, by mail or email, in accordance with Article II, Section 6. Members must be notified in advance that a vote will be taking place and that members must be present to vote.