

## 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 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: 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 2.4: **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. Per the discretion of the board a member may be given a cease and desist letter of inappropriate conduct and may be revoked if actions are not curtailed. Additionally, for non-payment of membership fee after 60 days of invoice receipt. 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.

## 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. 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 transacted.

Section 5.3:- **Quorum** – For general meetings, a minimum of 20% of the eligible voting members is necessary to transact MBA business.

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 vote of 20% of the members. Voting will be in person or by written proxy signed by the absent member. (See Section 5)

Section 5.5: Voting-All MBA voting will be based on a 20% vote of eligible voting members present at the meeting.

Section 5.6: - **Order of Business** – the order of business at all meetings of the MBA general membership 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 and election of board members (June) (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 member meeting in June, there shall be an election by voice vote, ballet 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 until the next election in June. 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: **Quorum** – In order for the directors to transact business, there must be a majority (5) of the directors present to constitute a quorum.

Section 6.6: - **Order of Business** – the order of business at Board of Directors and Executive Board meetings 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; (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 the officers present.

Section 6.7: **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 \$3,000.00 without approval of general membership. In the event the request of the Association is greater than \$3,000.00 the Directors must take the request to the general membership for consideration, vote and approval.

## 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: **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 7.3: **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 run for office and serve as President the following year. In the absence of the VP, Secretary will perform these duties.

Section 7.4: **Secretary** – Executive Board Member - It shall be the duty of the Secretary to attend all meetings of the MBA. Secretary shall keep record of all MBA board decisions/actions as well as take and maintain all MBA meeting notes. 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 7.5: 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. Treasurer 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 7.6: **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.