

# By-Laws of Metropolitan Association of Business Executives (MABE)

## PREAMBLE

MABE was originally formed to promote the sharing of business contacts between members. Since then, MABE has evolved into a dynamic organization that provides a platform for each member to gain support, insight, information, as well as business contacts. The fundamental building block of the organization is the integrity of the MABE members. Integrity fosters mutual respect and trustworthiness, creating an environment for mentoring and the networking of services. Each member of MABE is an integral part of the organization as a whole, and as such, has a responsibility to exhibit a high level of integrity when providing services and product to another member of MABE, and to any business referrals that a member chooses to accept from another member. In the spirit of these high aspirations these By-Laws have been adopted by the MABE members.

## ARTICLE I NAME

The name of the organization shall be *Metropolitan Association of Business Executives (MABE)*.

## ARTICLE II OBJECTIVE

The objective of this organization shall be:

1. To institute and maintain a method of collecting, recording and exchanging business information for and between its members;
2. To encourage local and foreign trade expansion for the benefit of its members;
3. To provide for the display, sale or publicity of the goods, property or services handled or represented by its members;
4. To create and encourage cooperative business methods so as to better increase the efficiency and service of the business by its members;
5. To develop and carry on such activities as shall be found best to promote the welfare of its members and effect the purposes for which the organization is formed;
6. To encourage business and professional development as a whole.

## ARTICLE III MEMBERSHIP

A. Classification: The membership in this Association shall be composed of two types - Regular and Honorary.

1. Regular: Sole proprietorships, partnerships, corporations, companies and associations of good character and outstanding business and professional reputation may be regular members. Each shall represent a different business, trade, occupation or profession and shall be classified accordingly. The membership shall belong to the business entity, which shall be represented at member functions by a designated representative or representatives whom shall be the owner, partner, officer or other executive with policy-making authority. The admission of all members and representatives shall be on invitation by the Board of Directors. Designated representation for each classification shall be Singular or Associate.

Singular representation designates one specific representative who must comply with all the By-Laws requirements, in all respects, including attendance.

Associate representation permits an additional designated representative - an executive with policy-making authority in the entity - to attend meetings and participate in the affairs of the Association. When Associate representation is granted, each representative must comply with the By-Laws and each shall have the same privileges, rights and obligations, except that only one designated representative shall have the right to vote on behalf of the member entity, and only one shall attend meetings.

2. Honorary: A retired representative who has represented the business entity for at least five years, and who desires to remain active in the Association, may be voted an Honorary Membership by the Board of Directors. This type of membership carries all the rights, benefits and obligations of the Regular Membership and may be continued as long as the member is not identified with any competing classification.

B. Proposals for Membership: Shall be on forms and in the manner prescribed by the Board of Directors.

C. Acceptance: Payment of the prescribed admission fee, which must be made before induction, signifies acceptance and the willingness of the member to conform to all rules and regulations of the Association whether expressed in the By-Laws or otherwise, and which have been or may from time to time, be adopted by the Association or its Board of Directors.

D. Business Category: No prospect or member of the Association shall apply for or hold more than one business category.

E. Change of Category: A member may change the business category provided application is made for such change on the designated form to the Membership Committee, who will recommend approval or rejection and refer the request to the Board of Directors for action, Upon approval by the Board, the request shall be released to the membership for objection in the same manner and for the same reasons as used with proposals for membership.

F. Transfer of Membership: Memberships are not transferable without the approval of the Board of Directors. When a business is sold or when management changes, membership shall be held in abeyance for thirty days during which time a new application for membership, if any, shall be made to the Membership Committee. The new firm's qualifications for membership and representation shall be treated the same as for a new member, except that no admission fee will be charged upon acceptance.

## **ARTICLE IV FEES AND DUES**

A. Admission: Admission fees shall be fixed by the Board of Directors and shall be payable at the time application is made for membership. Dues, which include the weekly breakfasts, shall be fixed by the Board of Directors who also will determine the advance billing periods and dates. Members received after the 15th day in any given month shall pay no dues for that month, but shall be charged for meals taken during the month preceding

the regular billing date. When a member desires to bring a guest, he shall obtain clearance from the President before extending the invitation. The member shall pay the guest's expense, When the guest is a prospect, however, and clearance is granted, he or she may attend one meeting as a guest of the Association.

B. Delinquents: Any member who fails to pay dues and other Association expenses levied by the Board of Directors, within thirty days after date first due, is delinquent and shall be so advised by the Treasurer or a member of the Board on the last day of the month. Unless the obligation is satisfied within fifteen days after warning, the membership may be terminated by Board action. When a membership is terminated, notice shall be given, in writing, together with a closing statement of the remaining balance due.

## **ARTICLE V**

### **MEETINGS AND QUORUMS**

A. Weekly Meetings. Regular weekly breakfast meetings of the membership shall be held at a designated time each Friday, except on generally recognized holidays as determined by the Board from time to time, provided there shall be no morning meeting during the week in which an evening meeting or special event is held unless the President directs otherwise. However, a future scheduled meeting may be cancelled at the suggestion of the President, provided the President presents such cancellation of a future meeting to the membership at a regularly scheduled meeting and the cancellation is approved by the membership at large.

B. Semi-annual meetings. Semi-annual meetings, for members only, shall be held in Feb. and August of each year for the purpose of electing members to fill the expiring Board members seats. Two-thirds of the members present and in good standing shall constitute a quorum at any meeting. Reasonable notice of such meeting shall be communicated to the membership by the Association's office or the Secretary. Nominations from the membership shall be received on the first Friday in Feb. and the first Friday in August. Elections shall occur at the second regular meeting thereafter by written ballot, and only a simple majority will be required. In the event of a tie vote, there will be a runoff election.

## **ARTICLE VI**

### **ATTENDANCE**

Attendance records shall be kept by calendar quarter. Members or their designated representative shall be present at seven (7) meetings per quarter. Six (6) absences per quarter shall be permitted, of which there may be no more than three (3) unexcused absences per quarter. Any member not meeting these requirements itself or through its or their representatives shall be notified in writing immediately following the quarter in which failure to comply occurs. The member shall be placed on probation for the following quarter. Failure of a member to comply in a quarter in which the member is on probation shall result in automatic termination of the membership unless the Board of Directors has approved a special consideration for that member. See Article III of these By-Laws for definition of "designated representative".

Illness, family emergency, vacation or business conflict constitutes an excused absence when the Association is so notified. Notifications can be given before or after the meeting

missed but not later than the next scheduled meeting date.

Special considerations include, but are not limited to, confined illness, extended travel, business emergency or personal problems confronting members. The Board of Directors shall consider and may approve a special consideration for a member on an individual basis.

It is the member's responsibility to present a request for a special consideration to the Board of Directors and such a request must be in writing. (An email sent to each member of the Board of Directors will be considered to satisfy the requirement that such a request be in writing.)

## **ARTICLE VII**

### **MEMBER CONDUCT AND GRIEVANCES**

A. Procedure for Grievance: Any written complaint filed by a member with the Board of Directors addressing a member's integrity, accusing a member of conduct inconsistent with the Associations objectives, or raising any other difficulty between members, will be discussed and addressed by the Board of Directors at a Board meeting, within a reasonable period of time. Both parties will be notified of the disposition of the complaint.

B. Expulsion: any member who shall be guilty of conduct inconsistent with the objectives of this Association or who is found guilty of conduct inconsistent with the ethics of the firm's business or profession shall be deemed an infractionary member. In any such case, the Board of Directors shall act as the Grievance Committee and shall be vested with full power to deal in such situations. In acting as such Grievance Committee, the Board may hold private or open hearings; may receive oral or written testimony; and may take any and all action it deems necessary under the circumstances. In all decisions under this article, the majority vote of the Board of Directors shall be binding and decisive.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

A. Number. The control and management of this Association shall be vested in a Board of Directors consisting of not less than six (6) members plus the immediate Past President. Six members shall be elected by vote of the membership at large and such elections shall be held semi-annually. The terms of the elected Board members shall be staggered so that two vacancies occur every six months. Directors elected during the February semiannual meeting called for said purpose shall take office on the next succeeding March 1<sup>st</sup>, and Directors elected during the August semiannual meeting shall take office on the next succeeding September 1st.

B. Term. Each term of a Board member that was elected by the membership shall be for an eighteen month term. A Board member elected to an eighteen month term is not eligible to serve on the Board for an immediate succeeding term and there must be a six-month waiting period between the end of a term and re-election.

C. Vacancies. Any vacancies occurring on the Board shall be filled by a two-thirds vote of the remaining Board of Directors and the appointment shall be for the remainder of the term.

D. Powers and Duties. The Board shall be responsible for electing officers

and shall have the power to interpret, apply, and enforce the By Laws and set policy when not in conflict with that set forth herein. The Board shall have the power to retain an Executive Director as the Manager of the Association and to establish and maintain a Headquarters office through which Association business shall be handled.

E. Quorum and Meetings. Four members of the Board shall constitute a quorum and, at any meeting, a majority of those in attendance shall have power to act. The Board shall hold regular meetings as the interest of the Association shall require. Meetings of the Board of Directors shall be called by the President, or by the Executive Director, or at the request of one-fifth of the membership, by reasonable notice to each Director.

## **ARTICLE IX OFFICERS**

A. Election and Term. There shall be a President, Vice-President and Treasurer, who shall be chosen in the following manner:

The President and the Vice-President must be duly elected members of the Board of Directors. They shall be elected by a majority of the Board at a meeting immediately following the semi-annual elections of the Board of Directors. They shall serve for a term of six months and hold office until their successors are duly elected and qualified. However, neither shall hold office for more than two consecutive six-month terms. Officers elected during the February semiannual meeting of the Board called for said purpose shall take office on the next succeeding March 1<sup>st</sup>, and Officers elected during the August semiannual meeting of the Board shall take office on the next succeeding September 1st.

The Treasurer shall be elected by a majority of the Board at a meeting immediately following the semi-annual elections of the Board of Directors and shall serve for a term of not less than six months.

B. Appointment of Secretary. A Secretary may be appointed at the discretion of the President. The duties of the Secretary may be delegated to a non-member.

C. Duties. The President shall preside at all meetings of the Board, appoint all committees, have a vote on all Association matters, and be authorized to sign association checks.

The Vice-President shall in the absence of the President, have all the powers and perform all the duties vested in the President.

The Treasurer shall be authorized to sign association checks and shall be responsible for verification, at regular intervals, of all financial transactions of the Association. He or she shall be a member of the Budget and Finance Committee, if any exists, and shall present a financial report to the Association at least quarterly.

The Secretary shall: (1) Keep full and accurate minutes of all meetings of the membership and Board of Directors and such committee meetings as may be required from time to time, (2) Preserve and maintain a correct roll of members. (3) Keep accurate records of all correspondence, (4) Be the custodian of such other records and property entrusted, (5) Distribute to the members in effective form and manner information of value concerning leads submitted by members, and keep a full record of same, and (6) Perform such other duties as may be required by the President under the authority of the Board of Directors or

the By Laws.

**ARTICLE X  
COMMITTEES**

The following standing committees may be appointed by the Board of Directors at their discretion: Advisory; Budget and Finance; Leads; Membership; Program and Special Events; and any other standing committee the Board determines is appropriate. Committee Chairs are not to serve longer than twelve months. Ad hoc committees may be appointed from time to time for such purposes and term as may be desirable and justified. All committees shall report to and be subject to the Board of Directors. No committee shall incur any financial obligation without the authorization of the Board of Directors.

**ARTICLE XI  
RULES OF ORDER AND NOTICE**

A. Rules of Order. Robert's Rules of Order shall be the parliamentary guide for the Association.

B. Whenever the Association is required by these rules to give notice in writing, notice may be accomplished by email directed to the member at the member's address on record with the Association. Whenever notice to the membership at large is required, notice may be given verbally at the regular weekly meeting of the membership, or by email to the members at their address on record with the Association.

**ARTICLE XII  
AMENDMENT**

These By-Laws may be amended by a vote of two-thirds of the members present at any meeting, provided, however, that reasonable notice shall have been given to the members of the proposed amendment and of the meeting at which it is to be considered.

**ARTICLE XIII  
TERM OF EXISTENCE AND PROPERTY**

This Association shall remain in existence until such time as two-thirds of its active members petition in writing to dissolve it. No member shall have any separate right, title or interest in the assets of the Association until it is duly and properly liquidated.

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The foregoing By-Laws adopted by vote of the general membership at a regular meeting this \_\_\_\_\_ day of May, 2006.