

**BYLAWS OF THE
MOORHEAD BUSINESS ASSOCIATION**

(February, 2017)

ARTICLE I – NAME AND ADDRESS

Section 1. Name. The name of the organization shall be the Moorhead Business Association, Incorporated, hereinafter called MBA.

Section 2. Address. The official address/office of the MBA shall be Box 612, Moorhead, Minnesota 56560.

ARTICLE II – MEMBERSHIP

Section 1. Membership. Any person or firm who has expressed an interest in the economic viability, growth, and improvement of the Moorhead business community and who has completed a membership application and has paid and continues to pay dues as may be established by the Board of Directors, from time to time, shall be eligible for membership.

Section 2. Voting. Each member in good standing shall be entitled to one vote on each matter which may be submitted to a vote of the members. All Directors are elected by a vote of the members. All other matters voted on by the members shall be submitted by the Board of Directors either at the annual meeting or a special meeting called for a specific purpose.

Section 3. Dues. The Board of Directors shall determine, from time to time, the amount of any initiation fee and also the annual membership dues assessed against each member.

ARTICLE III – ANNUAL AND SPECIAL MEETINGS

Section 1. Annual Meeting. The members shall meet annually in April at a place and time designated by the Board of Directors. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the President and Secretary or by the Board of Directors or by not less than 15% of the members having voting rights.

Section 3. Meeting Notice. Written or printed notice stating the place, day, and time of any meeting of the members shall be delivered personally, by first class mail, or by email to each member entitled to vote. Notice must be delivered not less than five days before the scheduled date of such meeting.

Section 4. Quorum. Members holding 25% of the votes that may be cast at any meeting, shall

constitute a quorum for such meeting.

Section 5. Proxy Voting. At any meeting of members, a member entitled to vote may do so either in person or by proxy executed in writing by the member to another voting member. No proxy shall be valid for a period in excess of 12 months from the date of its execution unless otherwise provided in the proxy itself.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Governance. The affairs of the Corporation shall be managed by its Board of Directors. Each Director shall be a member of the Corporation and shall be elected at the annual meeting of the members.

Section 2. Number. The number of Directors shall be twelve with three being elected each year.

Section 3. Term. Each Director shall serve a three year term with one third of the Board being elected each year. Newly elected Directors shall start their term at the May Board meeting following their election. No Director shall serve for more than two consecutive terms.

Section 4. Vacancy. Any vacancy occurring in the Board of Directors may be filled by the Board of Directors until the next annual meeting of the members of the corporation.

Section 5. Meetings. The Board of Directors shall meet monthly at a date and time set by the board.

Section 6. Special Meetings. Special meetings of the Board of Directors maybe called by the President and Secretary of the Corporation or by any two directors and shall be held at a place and time as determined by the Board.

Section 7. Quorum. A majority of the Board of Directors, 51%, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Open Meetings. Meetings of the board are open meetings except with matters related to personnel at which time the board may call an executive session.

ARTICLE V – OFFICERS

Section 1. Number. There shall be four officers of the Corporation. They shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Term. The Officers of the Corporation shall be elected annually by the Board of Directors at the regularly scheduled board meeting immediately preceding the annual meeting. In the absence of the President at any meeting, the Vice President shall preside.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of the Board, and in accordance with the best interests of the corporation, that would be served by such removal.

Section 4. Vacancy. A vacancy of any officer because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of such term of office.

ARTICLE VI – RECORDS

Section 1. The corporation shall keep correct and complete books of records of its meetings and of the transaction of other business on behalf of the corporation. Such records shall be kept and maintained at the office of the state registered agent (currently 1408 1st Ave North, Moorhead, Minnesota) of the corporation and maybe available for inspection by any member or by a duly appointed agent or attorney for any proper purposes during regular business hours.

Section 2. The fiscal year of the Corporation shall end on March 31.

ARTICLE VII – AMENDMENTS

Section 1. These bylaws may be altered, amended, or repealed by a majority of the Board of Directors present at any regular meeting or at a special meeting called for such purpose.

ARTICLE VIII – COMMITTEES

Section 1. Finance Committee. The only required committee under these by-laws is the Finance Committee which shall consist of two members and the Treasurer. The Treasurer shall be the chair of the Finance Committee.

Section 2. Other committees recommended as policy, rather than required by bylaws, are Membership, Program, Orientation, Nominating, Public Relations, and Events. The Board of Directors each year shall determine which committees are needed. Each committee shall include at least one board member.