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Moorestown Business Association

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## By-Laws

March 1<sup>st</sup> 2017

### Article I – Name

The association shall be known as the Moorestown Business Association (MBA).

### Article II – Mission

The MBA is an organization of retail, professional and non-profit businesses working together to improve the business potential for our Members by:

- **promoting** a climate conducive to healthy economic growth;
- **encouraging** the creation and expansion of local businesses while maintaining Moorestown's historical integrity;
- **improving** the quality of life of all community stakeholders;
- **cultivating** a spirit of cooperative community effort; and
- **servicing** as a liaison between the Business Community and local government.

### Article III – Membership

**Section 1:** The Members of the MBA (Membership) shall be comprised of business firms, professionals, retail entities and non-profit organizations serving the greater Moorestown area; however Members need not be located in Moorestown.

**Section 2:** Each Membership is entitled to one (1) vote on matters pertaining to the MBA, and must be present at the meeting to vote at that meeting.

**Section 3:** Each Membership shall designate one (1) person from that Membership to vote on behalf of that Membership at each meeting.

**Section 4:** New Memberships will be announced by the Chair of the Membership Committee at the

meetings of the Board of Directors (Board) and the Membership.

**Section 5:** Volunteers are individuals who do not hold a current active membership. They may attend Membership meetings. Volunteers are a vital part of the MBA and are welcome to serve as an Event Committee Chair; however, Volunteers may not hold Office, be a Board Member, serve on a Standing Committee, or vote at meetings of the Membership.

## **Article IV – Board of Directors**

### **A. Board Members (9)**

**Section 1:** To be eligible to serve on the Board, a potential Board Member must be affiliated with a current Member organization. If a Board Member leaves a current Member organization, he or she will have a 90-day grace period to either become affiliated with a different Member organization, have a new employer become a current Member, or resign from the Board. Board Members shall be elected according to the nominating process explained herein. Annually, four or five Board Members will be elected to a two-year term. The Candidates with the highest vote total at the Annual Election will serve on the Board

**Section 2:** Any vacancy of a Board Member will be filled by the following process: Current BOD Members who are on terms expiring earlier than the vacant term, would get the choice to ‘move up’ to this later expiring term. If necessary, this process can be repeated as many times as needed. If no current BOD Member wants to ‘move up’, then the Nominating Committee will take recommendations from the Membership. These recommendations will then be voted on by the Membership, pursuant to Article VI., C herein. The replacement will fulfill the remainder of the existing term.

**Section 3:** No Member of the Moorestown Town Council or an individual who is an officer of a township political organization shall be eligible to be an Officer or serve as a Board Member.

**Section 4:** In order to eliminate any sense of impropriety or political influence, any Board of Directors member who declared to be a candidate for elected office in Moorestown shall immediately request and take a leave of absence until such time as the Board Member discontinues his campaign or the election is complete whichever occurs first. If the Board Member is successful in the election then Section 3: above applies, if they are not then they may return to full Board of Director status immediately.

### **B. Officers (4)**

**Section 1:** The four (4) MBA Officers shall be President, Vice President, Secretary, and Treasurer (each an officer).

**Section 2:** To be eligible to be an MBA Officer, one must be an elected member of the Board as well as being affiliated with a current member organization.

**Section 3:** The Officers shall be selected by the Board at their first regular meeting after the Annual Election Meeting and they shall hold Office for one Calendar Year (January 1 – December 31).

**Section 4:** The President shall serve a one year term and at the pleasure of the board may agree to serve a second year but in no case shall anyone serve more than two consecutive years as

President. A previous President may subsequently hold any other Board office and after a one year "cooling off period" will be eligible to hold any Board of Directors office.

**Section 5:** The office of President is not intended to be an elected position. The Vice President shall automatically become President upon the completion of the sitting President's one or two year term as outlined in section 4 above. In the event that the Vice President shall not be able to assume the office of President then the Board shall elect a President first and then the remaining officers.

**Section 6:** Any vacancy in an Office will be filled by the Board at its first meeting following the election of a replacement Board member pursuant to Article IV. A. 2. The replacement will fulfill the remainder of the existing term.

**Section 7:** The growth of the MBA may require additional Officers in the future. If the Board determines the need for an additional Officer(s), this will be voted on by the Board and then presented to the Membership. Upon approval, the nominating process will then be followed. There must be an odd number on the Board at all times for the purpose of facilitating the voting process. If an Officer is added to the Board, then an additional Board Member will also be added.

### C. General Provisions

**Section 1:** The Board Members shall conduct the general business of the MBA, with day-to-day business delegated to the Officers.

**Section 2:** A majority of the Board shall constitute a quorum; currently five (5) Members. If, however the number of Members of the Board should increase by additional Members, then the number for a quorum would increase in proportion to the new Board composition (currently 5:9).

**Section 3:** Any Member of the Board who fails to attend either three (3) consecutive Board or Membership Meetings, or five (5) Board or Membership Meetings in any calendar year, shall be replaced according to the guidelines herein upon the recommendation of the Board (at the Board's discretion).

**Section 4:** Actions of the Board of Directors shall be discussed at Board of Director meetings and voted upon according to generally accepted "Roberts Rules" procedures and recorded in the minutes for that meeting by the Secretary. Such minutes shall be read, approved and recorded as a record of Board of Director actions.

**Section 5:** If, due to lack of time, lack of quorum at a Board meeting or other special circumstances, a matter needs to be decided by the Board of Directors and cannot be acted upon at a normal Board of Directors meeting, the President, shall have the ability to present the Board members with the issue by email and after any appropriate discussion, call for a vote by the Board of Directors. The question shall be posed to all Board of Director members and votes shall be visible to all Board members. The Secretary shall tally the responses, report the result to the President and record the matter and vote tally in the next Board of Directors minutes. The same quorum rules shall apply as any ordinary Board action or vote. Only votes for, against or abstentions shall count as legitimate votes for the purposes of determining a quorum.

**Section 6:** The President is strongly encouraged to bring all issues to the attention of the Board of Directors for guidance and to a vote if necessary. However, it is understood that from time to time circumstances arise that make it necessary for the President to exercise his best judgement and act

in the best interest of the MBA and in concert with the conscience of the Board. In those circumstances, the President shall have the power to act unilaterally but shall not, under any circumstances, commit the MBA to or authorize expenditures in any way that exceed \$2,500.

#### **D. Duties**

**Section 1:** The President shall preside at all Meetings and be the Chair of the Board. The President may not chair a Committee, but may serve as Vice Chair or as a Member of any Committee.

**Section 2:** The Vice President shall exercise the power of the President when the latter is absent or incapable of performing his/her duties. The Vice President shall also perform such other duties as the President shall designate.

**Section 3:** The Secretary shall keep a record of the proceedings of the Meetings of both the Board and the Membership, as well as coordinate any correspondence, including Meeting notifications. The Secretary will also record Meeting attendance in the minutes of all Meetings. The Secretary shall maintain a copy of the MBA Rules of Order, to be a future amendment to this document.

**Section 4:** The Treasurer shall receive and deposit all monies of the MBA and make approved disbursements. Any requested disbursement in the amount of \$500 or greater must be approved by the President or Vice President, in addition to the Treasurer, and be accompanied by an invoice for goods and/or services. The Treasurer shall submit a detailed written report of the accounts at each Meeting and at other times as may be requested by the Board. The Treasurer shall make recommendations to the board from time to time regarding the best banking institution to hold the Associations checking, savings and CD accounts. That recommendation shall take into account interest paid and convenience for the Treasurer and the Association. The Board shall vote on these recommendations as it see fit.

**Section 5:** Board Members will each serve as the Chair or Vice Chair of at least one Committee, while serving on at least one other Committee. Board Members are also expected to participate in MBA Events.

### **Article V – Meetings**

#### **A. Board of Directors**

**Section 1:** Board Meetings shall be held on the first Wednesday of each month.

**Section 2:** Members shall be entitled to receive at least five (5) days notice of each Board Meeting, along with an agenda. Members shall be entitled to copies of any relevant materials at the meeting.

#### **B. Membership Meetings**

**Section 1:** Membership Meetings shall be held on the third Wednesday of each month. A Membership Meeting may be moved to a different day to accommodate a venue or guest speaker, at the discretion of the Board President.

**Section 2:** The Membership shall be entitled to receive at least five (5) days notice of each regular meeting with an agenda. Members shall be entitled to copies of any relevant materials at the meeting.

**Section 3:** The Annual Meeting and Board Elections shall be held at the December Meeting. Additional details regarding these Elections appear in Article VI.

**Section 4:** The order of business will be as follows: Networking / Refreshments; Call To Order / Introductions; Approval of Minutes; Officers' Reports; Guest Speaker(s) (If any); Committee Reports; Old Business; New Business; Adjournment; Additional Networking.

**Section 5:** In order for a vote or any official action to be taken at a Meeting of the Membership, there must be present at the Meeting no less than 10% of the total Membership at the Meeting.

### C. Special Meetings

**Section 1:** Special Membership Meetings may be called by the President, at the request of at least 10% of the Membership, or by a quorum of the Board, with at least three (3) days written notice to the Membership with an agenda. Members shall be entitled to copies of any relevant materials at the meeting.

**Section 2:** Special Board Meetings may be called by the President, or by a quorum of its Members with notice and agenda. Members shall be entitled to copies of any relevant materials at the meeting.

## Article VI – Elections

### A. Annual Election

**Section 1:** Voting at the Annual Election will be overseen by the Nominating Committee.

**Section 2:** A minimum of three (3) designated impartial assistants (who are not candidates for any ballot position) will be recruited by the Nominating Committee to collect the ballots, count the votes, and then present the results to the Board.

**Section 3:** The successful candidates will be those that have the highest vote totals. If there are unexpired 'terms' available (i.e., if a Board Member or Members has left his or her term early), then the highest vote getter will have the option to fill the unexpired term and then offered to each in order of votes.

### B. Run-Off Election

**Section 1:** Any ties will require an immediate run-off election.

**Section 2:** Any run-off election will follow the procedures as listed in Article VI, A.

### C. Special Elections

**Section 1:** Any vacancy of a Board Member will be filled by the following process: The Nominating Committee will take recommendations from the Membership. These recommendations will then be voted on by the Membership by the second Membership Meeting following the vacancy. The elected replacement will fulfill the remainder of the existing term.

## D. Voting

**Section 1:** Each Membership in good standing will have one (1) vote to be cast by written ballot pursuant to Article III, Section 2.

**Section 2:** The Membership must be present at the Annual Election Meeting in December to vote in the Election.

## E. Board of Director election procedure

**Section 1:** The sitting President shall announce Board Officer elections and open the floor for nominations on an office by office basis, Vice President, Secretary, Treasurer in that order. Each office shall be nominated and voted individually so candidates not elected for a prior position are able to be nominated for any remaining positions.

**Section 2:** Nominations are made by Board Members of other Board Members to fill specific offices. Nominations are not permitted by general members and Officer Nominees must be duly elected Board of Director members. Self-nominations are permitted.

**Section 3:** Upon conclusion of nominations, on an "office by office" basis, each candidate shall be given a few moments to address the board and put forth his or her position, state why they should be elected to the office and any specific plans they may have. Uncontested offices shall be allowed to but not required to make a presentation.

**Section 4:** Upon conclusion of presentations by candidates, the President shall recite the nominations for that office and charge all Board Members to cast their vote.

**Section 5:** Each Board Member shall vote by secret ballot which will be collected by the By-Law Chairman or other Board Member not nominated for office, counted and the results announced. Uncontested offices shall be excluded from this procedure.

**Section 6:** All Board Members shall have one vote for each office. Board members may abstain from voting for any or all offices if they so choose. Offices shall be decided by simply which candidate receives the most votes. Tied votes will be re-balloted one time. If there still remains a tie, the sitting President shall break the tie.

**Section 7:** It shall be necessary for a minimum of two thirds of the Board Members to be present for the election to proceed. If a two third quorum does not exist, the elections will be postponed until the next regularly scheduled Board of Directors meeting where such a quorum does exist. In the interim, all officers shall remain in their current offices.

**Section 8:** Upon conclusion of voting for all offices, the sitting officers shall yield to the newly elected officers.

## Article VII – Committees

## A. General Information

**Section 1:** Standing Committee Chairs and Vice Chairs will be chosen from the Membership by the Board at its January Meeting. A list of these positions will be distributed for Members' consideration at the Annual Meeting in December. Candidates should express their interest to any member of the Board or Nominating Committee before the January Board Meeting. Positions not filled at the January Board Meeting will be presented at the January Membership Meeting for candidates to apply. The Board will approve any applications from the Membership for any of these open positions. Standing Committee Chairs and Vice Chairs will serve for one Calendar Year (January – December).

**Section 2:** Event Committee Chairs and Vice Chairs will be chosen from the Membership by the Board at a Board Meeting three months after each event. Each position will be announced at the Membership Meeting two months after the event for Members' consideration. Candidates should express their interest to any member of the Board or Nominating Committee before the third post-event Board Meeting. Event Committee Chairs and Vice Chairs will serve for one Event Year (three months post-event to three months post-event of the next Calendar Year).

**Section 3:** If a Committee Chair becomes vacant, it will be filled by the following process: The Board will ask the Vice Chair of the Committee to accept the position of Chair. If the Vice Chair declines, then the remaining Committee members will be considered. If the position remains open, then the Nominating Committee will take recommendations from the Membership. These recommendations will then be presented to and voted on by the Board at its next meeting following the vacancy. The replacement will fulfill the remainder of the existing term.

**Section 4:** If a Committee Vice Chair becomes vacant, it will be filled by the following process: The remaining Committee members will be considered. If the position remains open, then the Nominating Committee will take recommendations from the Membership. These recommendations will then be presented to and voted on by the Board at its next meeting following the vacancy. The replacement will fulfill the remainder of the existing term.

**Section 5:** Committee Members may be selected in two ways. The first method will be by the Committee Chair recruiting volunteers and Members to serve on the Committee. The second method will be by recommendation at a General Membership Meeting by a current Member and acceptance by such nominated Member/volunteer. Standing Committee Members will serve a Calendar Year and Event Committee Members will serve an Event Year.

**Section 6:** Committee Chairs will work with the Budget Committee in regard to their Budgets and must work within the Budget determined unless they receive prior Board approval. Committee Chairs will submit all approved expenses to the Treasurer for payment.

**Section 7:** Committee Chairs must be ready to give a verbal report at Board and/or Membership Meetings as needed. Standing Committee Chairs must submit a final report for the current year by the first Board Meeting of the next year. Event Committee Chairs must submit a written report summarizing the event within 60 days after an event. This written report should include suggestions on how to improve the event for the next year.

**Section 8:** Additional Standing Committees or Event Committees may be formed or dissolved by the Board as needed. Any recommendations from Membership can be presented to the Board.

## B. Standing Committees

1. **Budget:** Comprised of at least Treasurer, Marketing Chair, and Sponsorship Chair
  - A. Meet with all Committee Chairs to present Budgets in January.
  - B. Submit Budgets for Committees to Board for approvals in February.
  - C. Meet with all Event Committee Chairs to present Budgets 90 days post-event.
  - D. Submit Budgets for Event Committees to Board for approvals 120 days post-event.
  
2. **By-Laws:** Comprised of at least three (3) individuals from different Membership organizations (i.e., two individuals from the same company cannot serve on this committee)
  - A. Shall adopt, change and/or interpret as required.
  - B. Present proposed changes to the Board for approval.
  - C. Upon sending written notice to the Membership of proposed change(s), the Membership will have the opportunity to discuss and vote on the proposed change(s) at the next scheduled Membership meeting.
  
3. **Community Affairs:** Comprised of at least three (3) individuals from different Membership organizations
  - A. Keep MBA informed of local township events, legislation, and proposed changes affecting the Business Community on the local, regional, and national levels.
  - B. Act as a liaison between the MBA and Moorestown officials.
  
4. **Ethics:** Comprised of at least three (3) individuals from different Membership organizations, with the majority being non-Board Members, including the Chair.
  - A. Act as a link between the Membership and the Board as a venue to air any concerns or grievances.
  - B. Report upon actions taken regarding such concerns.
  - C. If a resolution has not been reached, then the decision of the Ethics Committee can be appealed to the Board.
  
5. **Marketing:** Comprised of at least three (3) individuals from different Membership organizations
  - A. Work in conjunction with Standing and Event Committee Chairs.
  - B. Design and proof printed materials for all MBA Events and Activities.
  - C. Oversee the production of the annual Membership Directory.
  - D. Communicate with the media via press releases.
  - E. Develop calendar and time lines for all MBA Events and Activities.
  - F. Promote all MBA Events and Activities through all methods possible.
  
6. **Membership:** Comprised of at least three (3) individuals from different Membership organizations
  - A. Update / develop Membership Application.
  - B. Maintain a Membership Retention Program.
  - C. Maintain a Membership Recruitment Program
  - D. Maintain a Membership Benefits Program.
  - E. Report New Members to the Board and the Membership, and send "Welcome Packets".
  - F. Staff MBA Booth for all MBA Events (handing out literature, answering questions, etc.).
  
7. **Nominating:** Comprised of at least three (3) individuals from different Membership organization, with the majority being from the Membership
  - A. In September, notify Membership of open Board Positions.
  - B. From September forward, recommend / recruit Members for open Board Positions. Current Members may submit their own names or other names of current Members, which will then

have to be confirmed directly to the Nominating Committee.

- C. In October, confirm recommendations on candidates by the end of month when the slate of candidates will be considered closed.
- D. In November, the final slate of candidates will be presented at the Board Meeting and will be available for distribution to the Membership at the next scheduled Membership Meeting.
- E. In December, conduct voting at the Annual Meeting as listed in Article VI.

- 8. Policies:** Comprised of at least three (3) individuals from different Membership organizations
- A. Review and update Existing Policies for Board approval.
  - B. Create New Policies to present to Board for approval as needed.

- 9. Scholarship:** Comprised of at least three (3) individuals from different Membership organizations
- A. Review Scholarship Criteria of other organizations.
  - B. Create Scholarship Criteria for MBA Scholarship(s).
  - C. Set-up and administer Application Process.
  - D. Select and acknowledge Recipient(s).

- 10. Social:** Comprised of at least three (3) individuals from different Membership organizations
- A. Administer all MBA Networking Events (which promote interaction by Members).
  - B. Schedule breakfast sponsors/hosts for Membership Meetings
  - C. Develop any other MBA Social Events.

- 11. Sponsorship:** Comprised of at least three (3) individuals from different Membership organizations
- A. Contact MBA Members and explain the advantages of MBA Event Sponsorship.
  - B. Interact with the Event Chairs and the Marketing Committee.
  - C. Oversee the timely receipt of all pledged Sponsorship funds.

### C. Event Committees

**Section 1:** MBA shall hold events from time to time at the direction of the Board of Directors and each event shall have a Chairperson and a Committee comprised of at least three (3) individuals from different organizations within the Membership.

**Section 3:** Each Committee will plan and run their event in conjunction with the Chairs of the Budget and Marketing Committees.

## Article VIII – Annual Dues

**Section 1:** The amount of Annual Dues to be paid by each Membership will be determined by the Board at its October Meeting.

**Section 2:** Renewal letters and invoices will be sent by November 1<sup>st</sup>. Annual Dues will be due by December 1<sup>st</sup>. The Membership Directory ‘cut-off’ will be January 1<sup>st</sup>.

**Section 3:** Annual Dues paid and current Membership status will be tracked by the Membership Committee and reported to the Board.

**Section 4:** Each Membership in good standing will be entitled to one (1) vote on MBA matters.

**Section 5:** New annual memberships which are paid in full after July 1<sup>st</sup> shall be considered paid in full for the following calendar year.

### **Article IX – Amendments**

These By-Laws may be amended by a majority of the Board of Directors who are present at a Board of Directors Meeting, provided prior notification was made to the Board of any proposed changes.