

BYLAWS OF THE
MOORHEAD BUSINESS ASSOCIATION

(April 13, 2023)

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 56561.

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 may be established by the Board of Directors, from time to time, shall be eligible for membership. New members must be approved by the Board of Directors at their monthly meeting. Memberships may be suspended or revoked at any time by the Board of Directors. Membership dues will be refunded at the discretion of the Board of Directors.

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 November 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. Newly elected Board Members will be certified at the next meeting. The Meeting must be called to order (and adjourned). Minutes must be taken for the Annual 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, by email, or by social media 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 5% 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.

Section 6. Election Process. Annually in September, the Board of Directors shall publish according to Section 3 above the opening of Director positions. Collection of interested persons must be completed and received by a designated MBA official before 5pm CDT the day prior to the October Board of Directors meeting. Applicants will be accepted or rejected at the October BOD meeting by simple majority vote of the Board. Those accepted will be presented to the membership to review and will be voted upon at the Annual Meeting held in November. The applicants receiving the most votes of the membership will then be presented to the Board at the December Board of Directors meeting and will be accepted by a majority approval vote of the Board. In the event of a tie, a runoff election shall be held at the Board Office. Notification of

the runoff election shall be delivered personally, by first class mail, by email, or by social media.

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 four 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 January Board meeting following their election. No Director shall serve for more than two consecutive terms. Directors must be with an MBA member business of good standing.

Section 4. Vacancy. Any vacancy occurring in the Board of Directors may be filled by the Board of Directors to complete an unexpired term. Filling an unexpired term does not apply towards the service term limit.

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 may be 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.

Section 9. Attendance. Board members are expected to attend at least 10 of the 12 monthly Board of Directors meetings. If a Board member is not able to honor that commitment, they may be asked to resign. Also, any Board member 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. The vote to remove a board member may be done by a simple majority vote of the full Board of Directors.

Section 10. Absence of President. In the absence of the President at any meeting, the Vice President shall preside.

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. All officers must be on the current Board of Directors.

Section 2. Term. The Officers of the Corporation shall be elected annually by the Board of Directors at the regularly December scheduled board meeting immediately following the annual meeting.

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 via vote 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 200 5th Street South, Suite 205, Moorhead, Minnesota 56560) of the corporation and may be available for inspection by any member, 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 December 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 the President or Vice President, Treasurer, and a Board Member appointed by the Treasurer. The Treasurer shall be the chair of the Finance Committee.

Section 2. The Board of Directors each year shall determine which committees are needed. Each committee shall include at least one board member.