

**BY-LAWS OF
MILWAUKEE CHAPTER
BUSINESS MARKETING ASSOCIATION**

As originally adopted in May, 1969.
Amended in May, 1994, July, 2000, September, 2003, June, 2007, November, 2007,
April 2008, November, 2008 and April, 2009.

Article 1
MISSION

The mission of BMA-Milwaukee is to deliver unparalleled value to our members and the broader professional community through exceptional programming, professional development and networking opportunities.

Article 2
DEFINITIONS

The following definitions shall apply to these By-laws:

- (a) Board: Board of Directors.
- (b) Member: BMA National, Affiliate or Professional Educator Member.
- (c) Chapter: Milwaukee Chapter, Business Marketing Association.

Article 3
GENERAL STATEMENT

- (a) Conduct of Meetings: The rules contained in the latest revision of Robert's Rules of Order shall govern the conduct of meetings of Members and Directors in all cases where such rules are not inconsistent with these By-Laws.
- (b) The Fiscal Year of the Chapter shall be from August 1 to July 31.

Article 4
MANAGEMENT

- (a) Policies of the Chapter shall be established by the Board within the limitations set forth by the NONSTOCK (NONPROFIT) CORPORATION ACT and other applicable Wisconsin statutes, the Articles of Incorporation and these By-laws.

- (b) The Board shall be responsible for management of and generally oversee the administration of the affairs of the Chapter, formulate general plans for pursuing its objectives, determine its current and long-range programs, control the policies, activities, properties and funds of the Chapter, and generally perform such other duties as may be specifically assigned to it by the By-laws.
- (c) The Board may, at its discretion, employ a manager and/or additional clerical help for the Secretary/Treasurer and other Board members. The duties, title, and compensation of the manager shall be defined by the Board. Such action may permit a delegation of clerical duties by officers, but is not to be construed as to relieve any officer of the final responsibilities assigned by the By-laws.

Article 5 MEMBERSHIP

- (a) There shall be no limit to the total number of members of this Chapter.
- (b) The Board reserves the right to deny application for membership to prospective members, including those who have applied for and been granted membership into BMA National. In the event the Board determines that a prospective member shall not be allowed membership into the Chapter, the Board will send written notification to the prospective member outlining the reasons for the Board's decision. This notification will be sent to the prospective member within sixty (60) days of notification from BMA National of the prospective member's intent to join the Chapter.
- (c) Any and all punitive actions by the Chapter against any Member, Officer, or Director shall be taken by the Board of Directors only after adequate judicial procedure, including notice to all parties involved, presentation of all known facts and an opportunity for all parties to be heard. A two-thirds affirmative vote of the Board shall be required to take any action in such cases. Any necessary penalties, including expulsion, shall also be determined by the Board.
- (d) Membership is individual and non-transferable. However, company paid-for individual memberships may be transferred to another employee of the same organization from which the original member is no longer connected with the company or department. Such a designated successor, however, must file an application for membership in the chapter in his own right and be elected in accordance with the procedure outlined in Article VI, Section (c) of the Articles of Incorporation. After such election by the Board, the transfer of the dues credit balance is to be duly extended. Under such circumstances, the predecessor Member is to have the privilege of continuing his or her personal membership without interruption by paying the remainder of the dues to the end of the membership year.

- (e) A membership shall be considered terminated upon resignation, expulsion, or death of a Member.

Article 6 DUES

- (a) The amount of Chapter dues and the manner of their payment shall be established and determined by the Board.
- (b) The amount of BMA National and Chapter dues shall be assessed each membership classification as required by the constitution and By-laws of the National Association. The Board shall determine the method of billing and collection.
- (c) The current list of dues requirements for each membership classification shall appear in at least one issue annually of the Chapter's official publication.
- (d) The Chapter shall take the following action regarding delinquent dues; sixty (60) days after dues are delinquent, the Chapter will notify the Member. Members whose dues payment is still delinquent at 120 days will be stricken from the Chapter membership list.

Article 7 TREASURY

The monies of the chapter shall be kept in accounts at federally insured depositories and disbursements shall be authorized by the Secretary/Treasurer, Executive Administrator or other Officers of the Chapter who have been authorized by the Board.

Article 8 AUDIT OF BOOKS OF ACCOUNT

The Board shall cause the books of account of the Chapter to be audited within sixty (60) days after the end of each fiscal year by a committee made up of a minimum of four (4) members. The committee should include the incoming Treasurer, incoming President and the Executive Administrator or by a certified public accountant.

Article 9
MEETINGS

- (a) There shall be a regular meeting of the Chapter at least once a month between September and May, unless otherwise determined by the Board. Notice of such meetings shall be sent to all members at least one week in advance.
- (b) The May Chapter meeting shall be known as the Annual Meeting.
- (c) Meetings of the full Board of Directors shall be held monthly, with a minimum of nine (9) required annually.
- (d) Special meetings of the Chapter may be called at any time by the Board or by the President and shall be called upon written request of 20% of the Members of the Chapter, provided proper notice, stating the object of the such meeting, shall be given to each Member of the chapter at least five days prior to such meeting.

Article 10
VOTING

- a) Each Chapter member shall cast his/her own ballot. Voting may be done in person or via online mechanisms (e.g., e-mail, online survey, etc.). There shall be no voting by proxy.
- b) The presiding officer shall not vote at meetings of the Board unless his/her vote is needed to break a tie.
- c) A director who is unable to attend a Board meeting may designate a proxy to vote on his or her behalf, provided the proxy is co-chair of a committee chaired by the aforementioned director.

Article 11
QUORUMS

- (a) Twenty percent of the Members entitled to vote shall constitute a quorum at any regular or special meeting of the Members.
- (b) The majority of the Board shall constitute a Quorum at any Board meeting. Except as provided in Article IX of the By-laws, each Member of the Board of Directors shall have one vote.

- (c) Unless otherwise stated herein, a majority of the votes cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

Article 12 ELECTIONS

- (a) The nominating of directors and officers shall be the responsibility of a Nominating Committee whose Chairperson shall be appointed by the incumbent President in January. The committee shall be comprised of at least three Board members, one of which shall be the President-Elect.
- (b) The committee shall nominate one or more Members for each office and directorship to be filled at the next Annual Meeting.
- (c) The Nominating Committee shall present to the Members a list of nominees for all offices and directorships to be filled at least two weeks prior to the Annual Meeting. Additional nominations may be made in writing, either by e-mail or U.S. mail, for any office or directorship to be filled. Additional nominations must be received by the Chapter on or before the day preceding the Annual Meeting.
- (d) Prior to nomination, any candidate must have given his/her consent to placement of his/her name in nomination.
- (e) All officers and directors of the Chapter shall be ratified by a majority of the members in good standing who are present at the Chapter's Annual meeting in May of each year.
- (f) If more than one candidate for any office is duly nominated, election shall be by written or voice ballot and only Members in good standing and present at the Annual Meeting in May shall be entitled to vote. The candidate receiving the highest number of votes cast for each office and directorship shall be declared elected and shall take office on the following August 1 (the beginning of the Chapter's next Fiscal Year).

Article 13 OFFICERS AND DIRECTORS

- (a) The Officers shall consist of the President, President Elect, Immediate Past President and Secretary/ Treasurer, all of which shall serve one-year terms coinciding with the Chapter's fiscal year.

- (b) In addition to the four Officers, the Board shall include at least ten Members as Directors, each serving a two-year term.
- (c) The President shall be a Member. He/She shall preside at meetings of the Board, and at the regular meetings of Members. He/She shall perform all other duties as outlined in the Constitution and By-laws.
- (d) The President Elect shall be a Member. He/She shall preside at meetings of the Board and the Membership in the absence of the President. He/She shall succeed to the office of President should the President cease to be a Member, resign or become incapable of serving in the role of President. He/She shall become President in the Chapter fiscal year immediately following the fiscal year in which he/she serves as President Elect, provided a majority of members in good standing present at the annual meeting in May vote to approve he/she as President.
- (e) The Secretary/Treasurer shall be a Member and shall keep the minutes of the meetings of the Board and conduct legal and other correspondence of the Chapter and the Directors. He/she shall also be responsible for developing and administering the annual budgeting process. He/She shall also have the care and custody of all the funds and securities of the Chapter and be responsible for the Chapter's efforts to keep full and accurate amounts of the receipts and disbursements, and deposit all monies and valuable effects in the name and to the credit of the Chapter with such banks or other depositories as the Board of Directors may designate. The Secretary/Treasurer shall prepare and sign the tax returns. With the approval of the Board, the Secretary/Treasurer may assign to the Chapter's Executive Administrator the duties of keeping records of receipts and disbursements and depositing all of the Chapter's monies and valuable effects with the above-referenced banks or other depositories.
- (f) The Immediate Past President shall serve a one-year term as a voting member of the Board and shall be responsible for reviewing and recommending changes to the Chapter By-Laws.
- (g) The four officers shall serve as the Chapter's Executive Committee, meeting at the call of the President to manage Chapter policies and activities subject to review by the Board.
- (h) Directors shall serve as chairpersons of Standing Committees and/or perform other duties as appointed by the President.
- (i) All Officers and Directors upon retiring from the Board shall deliver to the newly elected President all records, papers or other property belonging to the Chapter.

COMPENSATION OF OFFICERS AND DIRECTORS

The Officers and Directors shall not receive compensation for services in their capacities as Officers and Directors. This provision shall not prohibit the Board from reimbursing any member for expenses when serving as a Chapter delegate.

Article 15 STANDING COMMITTEES

- (a) The Board shall establish the Standing Committees below listed. Each Standing Committee shall be supervised by a Director or member appointed by the President and shall have the function indicated.

1. Programs: To plan and carry out programs and arrange for speakers at regular meetings; appoint subcommittee chairpersons and supervise special activities such as seminars, market previews, past president's night, management night.

2. Newsletter: To plan and produce a regular newsletter or magazine as a primary means of Chapter communications

3. Membership: To recruit new members and arrange for their proper reception and orientation at meetings.

4. Bell Awards: To plan and execute Chapter Awards Program from Call to Entry through Judging and the Awards Ceremony and evaluation.

5. Holiday Party: To plan and arrange for an Annual Holiday Party including site, date, and menu selection, invitations, etc.

6. Golf Outing: To select location, date, and menu for Annual Golf Outing; arrange for announcement, schedule, prizes, etc.

7. Public Relations: To enhance the image of the Business Marketing Association as well as to publicize BMA activities.

8. University Outreach: To increase awareness of business marketing communications and the Milwaukee Business Marketing Association Chapter among local educators and students.

- 9. Member Benefits:* To develop and implement offerings that add distinct value to being a member of the organization, such as special programs, discounts, perks, etc.
- 10. Online Communications:* To manage the ongoing development and maintenance of the Chapter web site including navigation, graphic design, and content management.
- 11. Young Professionals (YP):* To provide professional networking and educational opportunities to marketing professionals ages 21-30, who have completed their undergraduate work and entered the workforce full-time.
- 12. Chapter Development:* To lead and manage the Chapter's relationships with prospective and current sponsors and supplier partners.
- (b) The President may appoint such other Special or Temporary Committees to perform functions not covered by the above standing committees, including the designation of personnel and scope of duties as he/she may deem necessary or advisable.

Article 16 AMENDMENTS

- (a) Any member may propose an amendment(s) to the By-laws by submitting the amendment(s) in writing to the President. The President must submit the amendment(s) to the Members or the Board within sixty (60) days after receiving the proposal.
- (b) These By-laws may be amended by a two-thirds affirmative vote of the members in good standing present at a regular or special meeting called for that purpose, provided a notice of such intended actions is mailed or e-mailed to all members.
- (c) These By-laws may also be amended by a ballot mailed to all Members at the address shown on the Chapter records. A two-thirds affirmative vote of such ballots received by the secretary within thirty days after the date said ballots, properly addressed, were deposited in the United States mail, shall constitute approval of the amending actions.
- (d) These By-laws may also be amended by the affirmative vote of two-thirds of the Board. The amendment or repeal may be proposed at a regular meeting of the Board and adopted at a subsequent meeting of the Board, provided that no By-law adopted by the Members shall be amended or repealed by the Board.

Article 17

DISSOLUTION

Upon dissolution, all assets of the Corporation, remaining after payment of all debts shall be given and distributed to a non-profit, tax-exempt organization to be determined by the Board.

Article 18 MISCELLANEOUS

For provisions regulating the Chapter that are not specifically recited in these By-laws, see the Articles of Incorporation and Chapter 181 of the Wisconsin Statutes.