



# MARKETING RESEARCH ASSOCIATION, MINNESOTA/UPPER MIDWEST CHAPTER

## BYLAWS

### ARTICLE I – NAME AND LOCATION

- Section 1     **Name:** The name of the organization is the **Marketing Research Association, Minnesota/Upper Midwest Chapter, Inc.**, a not-for-profit corporation incorporated under the laws of the State of Minnesota.
- Section 2     The Chapter shall maintain a mailing address within the State of Minnesota as the Board of Directors may determine from time to time.

### ARTICLE II – PURPOSE

- Section 1     **The purpose** of the Minnesota/Upper Midwest Chapter shall be the same as those of the Marketing Research Association, Inc. (hereafter "MRA") and as set forth in its Bylaws, specifically:
- a. to promote and maintain high standards of professional competence and integrity in marketing research;
  - b. to advance the interest and promote cooperation among its members;
  - c. to increase the public's knowledge and appreciation of the methods and aims of marketing research;
  - d. to acquire and disseminate among its members information regarding education, training, legislation and business conditions in the industry that will assist them in conducting their business;
  - e. to represent marketing research interests before state and local government bodies;
  - f. generally to perform such other services for its members as shall be permitted by law and the Bylaws of the Marketing Research Association, Minnesota/Upper Midwest Chapter;
  - g. to be an official body to help MRA conduct regional and national meetings when conducted within the Chapter's area.
- And in addition...**
- h. to be an official body to help MRA conduct regional and national meetings when conducted within the Chapter's area.

## **ARTICLE III – MEMBERSHIP**

- Section 1 **Classification:** Classification of membership shall be consistent with the National Bylaws.
- Section 2 **Admission:** A person or company may become a member by submitting an application on a form prescribed by the Association and by meeting all other qualifications set forth by the National Bylaws.
- Section 3 **Dues and Assessments:** Dues and Assessments shall be consistent with the National Bylaws.
- Section 4 **Chapter Membership:** Chapter membership shall be consistent with the National Bylaws.
- Section 5 **Waiver of Dues:** The Board of Directors may waive the dues, assessments, or both of any member for good cause.

## **ARTICLE IV – VOTING**

- Section 1 **Voting:** Individual members in good standing are entitled to vote on matters presented for a vote of the membership. A majority vote of the members in good standing entitled to vote, present in person or by proxy, shall be sufficient to act.
- Section 2 **Ballot:** The Board of Directors may, at its discretion, invite the voting members of the Minnesota/Upper Midwest Chapter to vote by mail, email or fax on any matter which can properly be acted upon at a membership meeting. A written response from twenty-five percent or more of the members entitled to vote as counted in the most recent membership roster shall constitute a quorum.
- Section 3 **Proxy Voting:** Every member entitled to vote may authorize another voting member to act for her/him by revocable proxy for a given member meeting, subject to such notice limitations as the Board of Directors of the Minnesota/Upper Midwest Chapter may establish. The proxy must be signed by the member and shall be dated no more than thirty (30) days prior to the meeting. No proxy shall be valid following the date of the given meeting, or continuations thereof.
- Section 4 **Quorum:** Twenty-five percent of the voting members of the Chapter, as counted in the most recent membership roster, shall constitute a quorum.
- Section 5 **Majority:** A simple majority of the members entitled to vote that are present in person or by proxy will be required to approve matters by voting unless otherwise provided by law or these Bylaws.
- Section 6 **Tie Vote:** In case of a tie vote, the President or the presiding officer shall have a vote to break the tie.

## **ARTICLE V – MEMBERSHIP MEETINGS**

- Section 1     **Location:** Meetings of the members may be held at a site within the State of Minnesota, or such other site as determined by the Board of Directors.
- Section 2     **Annual Meeting:** The Annual Meeting of the Chapter shall take place in May of each calendar year. The Board of Directors shall select the date within the month.
- Section 3     **Special Meetings:**
- a. Special meetings of the Chapter shall be held upon call by the Board of Directors, or by the President, or by twenty-five percent of the regular members in good standing presenting a signed written request to the Board of Directors.
  - b. A Special meeting requested by the members must be held within thirty (30) days of the written request being presented to the Board of Directors or the President.
  - c. Notice of Special meetings shall be in writing and shall state the date, time and location of the meeting, the meeting purpose, and that the notice is being issued at the direction of the person(s) calling the meeting. Such notice shall be delivered personally, by mail, by email, or by fax no less than three (3) days prior to the meeting.
- Section 4     **Minutes:** Summaries of Special and Annual meetings shall be made available to the Board of Directors as soon after the meeting as may be practical.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

- Section 1     **Nominations:** Nominations for the office of President (when expected to be vacant), President-Elect, Secretary, Treasurer and three (3) Directors-At-Large shall be made by the Nominating Committee or by petition signed by at least ten percent of the members who are in good standing at the time of the nominations. The President shall seek recommendations for nominees at the time the Nominating Committee is announced to the membership.
- Section 2     **Disqualifications:** No member of the Nominating Committee shall be a candidate for any office or for membership on the Board of Directors, except the current President and the current President-Elect.
- Section 3     **Nominating Committee:** Not later than January 15th of each year, the President shall inform the membership of the Nominating Committee. The Committee shall consist of: the current President, the President-Elect (who serves as chairperson) and three (3) members selected by the Board of Directors.

Section 4 **Schedule:**

- a. Not later than February 10 of the year in which appointed, the Nominating Committee shall notify the membership, in writing, of the identities of the nominees.
- b. Nominations shall then remain open until February 25, during which time any additional nominees may be nominated by members in accordance with the provisions set forth in Article VI, Section 1.

Section 5 **Voting:**

- a. By March 5, the Chairperson of the Nominating Committee shall send to all members who are eligible to vote, at the addresses shown on the latest membership roster (unless a specific written request to the Secretary to use a different address has been made by a member), a ballot containing the name of all nominees and such other pertinent information as the Committee may consider necessary, and specifying April 1 as the date by which the ballot must be returned to the Chapter's auditor or to a neutral third party previously selected by the Board of Directors.
- b. The person selected to receive the ballots shall count them, certify the number received and counted, and report the results of the count to the President and the Chairperson of the Nominating Committee by April 12.
- c. The candidates for President (when such is to be elected), President-Elect, Secretary, and Treasurer shall be declared elected upon each receiving a majority of the votes cast for their respective office. The three (3) candidates for Directors-At-Large on the Board of Directors who receive the highest vote totals shall be declared elected regardless of whether their respective vote totals equal a majority of the votes cast for their office.
- d. The membership shall be notified of the results by May 1.
- e. If no candidate receives a majority vote for any office, as specified in Article VI, Section 5c, the Chairperson of the Nominating Committee shall send a ballot, following the procedures outlined in Article VI, Section 5a, containing only the names of the two candidates receiving the most votes for the particular office and such other pertinent information as the Committee may consider necessary, and specifying the date of May 1 as the date by which the ballot must be returned to the Chapter's auditor or to a neutral third party previously selected by the Board of Directors.

## **ARTICLE VII – BOARD OF DIRECTORS**

Section 1 **Authority of the Board:** The Board of Directors shall have supervision, control and direction of the affairs of the Minnesota/Upper Midwest Chapter, shall determine its policies or changes within the limits of these Bylaws, shall actively promote the purposes of the MRA and the Minnesota/Upper Midwest Chapter and shall have discretion in the disbursement of the Chapter's funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers gained, appoint such agents as the Board may consider necessary.

Section 2     **Board Composition:** The Board shall consist of not more than eight (8) voting members including the elected Officers, immediate Past President and Directors-At-Large.

The members of the Board of Directors shall be:

- Past President
- President
- President-Elect
- Secretary
- Treasurer
- Three Directors-At-Large

Section 3     **Qualifications:**

- a. Any voting member in good standing shall be eligible for nomination to the office of President, President-Elect, Secretary, Treasurer or Director-At-Large.
- b. A member shall not be a candidate for the Board of Directors or for office if his/her election would result in more than two (2) representatives of the same company serving as Directors or Officers at the same time.

Section 4     **Term of Office:** Board members shall hold office for one (1) year from date of installation at the May Annual Meeting.

Section 5     **Limitations:** No person shall serve as Director for more than two (2) consecutive terms, but a Director may, after serving the maximum of two (2) terms, serve as an Officer.

Section 6     **Meetings:**

- a. The Board of Directors shall meet at such times as it may determine, but not less than four times each year, with at least one meeting in each quarter of the year.
- b. Special Meetings of the Board of Directors may be called by the President upon notice to members of the Board at least three (3) days before the meeting date.
- c. A majority of the Board membership shall constitute a quorum. In the absence of the President and the President-Elect, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a day not more than ten (10) days later.
- d. Each member of the Board shall have one (1) vote and, in case of a tie vote, the President or person presiding shall have an additional vote.
- e. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the Proceedings of the Board.

Section 7     **Vacancies:** Whenever a Director-At-Large vacancy occurs, it shall be filled without undue delay by a majority vote of the remaining members of the Board.

The person so elected shall hold office until a successor is elected at the next election.

Section 8 **Removal:** Any member of the Board may be removed for good cause at any time by a vote of two-thirds of the Chapter members eligible to vote and present in person or by mail, email or fax, or by proxy at any Special meeting called for that purpose.

## **ARTICLE VIII – OFFICERS**

Section 1 **Officers:** The Officers of the Chapter shall be: President, President-Elect, Secretary, Treasurer and Immediate Past President. Their duties are defined in this Article.

Section 2 **Qualifications:** Any voting member of the Chapter in good standing shall be eligible for election to any office.

Section 3 **Term of Office:** Officers shall hold office for one (1) year from date of installation at the May Annual Meeting.

Section 4 **Limitations:** No Officer shall serve the same position for more than two (2) consecutive one (1) year terms. An ex-Officer is eligible to serve on the Board of Directors, subject to Article VII, Sections 3, 4 and 5.

Section 5 **Vacancies:** Whenever the office of President becomes vacant, the President-Elect shall assume the President's duties. The office of President-Elect shall be filled by holding a special election among the voting membership. Vacancies in the office of Secretary or Treasurer shall be filled immediately by a majority vote of the remaining members of the Board. The person so elected shall hold office until a successor is elected at the next annual election.

Section 6 **Duties of the President:** The President shall preside at all meetings of the Board of Directors and all membership meetings, shall be the chief executive officer of the Chapter and shall be responsible for the conduct of the Chapter's affairs, subject, however, to the approval of the Board of Directors and to the Bylaws of the Chapter. The President shall assign duties and responsibilities to the officers and shall establish committees mentioned in these Bylaws, or that the President may from time to time consider necessary, designating the Chairperson of each committee. The President shall make an annual report regarding the status of the Chapter, containing such suggestions and recommendations as are deemed proper, and shall give the report to the Chapter at the May Annual Meeting or publish it in a timely fashion in the Chapter newsletter.

Section 7 **Duties of the President-Elect:** The duties of the President-Elect shall be those which the President or the Board of Directors shall assign. The President-Elect shall assume the duties of the President in case of the President's resignation, absence or inability to act. The President-Elect shall succeed to the office of the Presidency upon the expiration of the President's term of office.

Section 8 **Duties of the Secretary:**

- a. The Secretary shall be the custodian of all records, excluding financial records of the Chapter, and shall keep minutes of the meetings of the membership and the Board of Directors. The Secretary will promptly distribute the minutes to the appropriate people. The Secretary shall prepare and serve all notices of meetings of the Board of Directors and perform such other duties which the President may assign.
- b. Minutes of the Annual Meeting shall be prepared by the outgoing Secretary.

Section 9 **Duties of the Treasurer:** The Treasurer shall compile budget requests from appropriate committees, summarize, and present a proposed annual budget to the Board no later than the regular September meeting. The final budget shall be approved by the Board no later than the regular October meeting and put in final written form by the Treasurer. The Treasurer shall keep a complete and accurate account of all receipts and disbursements by the Chapter and shall deposit monies belonging to the Chapter's bank accounts. The Treasurer will maintain the budget and, alone or with any person designated by the Board, shall disburse the funds of the Chapter upon order of the Board of Directors. Individuals using Chapter funds are required to account for such funds within sixty (60) days after the completion of the activity for which the funds were disbursed. At each Annual Meeting of the Chapter and at such other times as the Board of Directors may instruct, the Treasurer, on behalf of the Board, shall render a statement of the financial condition of the Chapter certified by the firm of Certified Public Accountants selected by the Board or by others legally authorized to certify such a report. The certified report shall also set forth the number of members of the Chapter as of the date of the report, the statement of increase or decrease in such number during the year preceding the date of the report, and a statement of the place where the names of current members may be found. At the end of each fiscal year and at such other times as the Board of Directors may instruct, the Treasurer shall arrange for a certification of the financial books of the Chapter in accordance with sound accounting practices and with procedures recommended by the auditor for the Chapter. The Treasurer shall perform such other functions which the President may also assign.

Section 10 **Duties of the Immediate Past President:** The Immediate Past President shall assume responsibilities and activities as designated by the President of the Board of Directors.

## **ARTICLE IX – FINANCIAL**

Section 1 **Fiscal Year:** The fiscal year of the Chapter shall begin on the first day of January of each calendar year and shall end on the thirty-first day of December of each calendar year.

Section 2 **Budget:** An annual budget will be compiled and summarized by the Treasurer to present to the Board at the regular September meeting. The final budget shall be approved by the Board no later than the regular October meeting (Article VIII, Section 9).

- Section 3     **Expenditures:** No member of the Chapter may spend more than \$100 of Chapter funds unless an expenditure for a greater fund has been:
- a. Included as a specific, itemized item in the approved budget;
  - b. Authorized by the President; or
  - c. Authorized by the Board of Directors.
- Section 4     **Bonding:** The Treasurer and such other persons as the Board may designate may be bonded for amounts fixed by the Board of Directors. The Chapter shall pay any bonding expense.
- Section 5     **Compilation:** At the close of every other fiscal year the Board of Directors shall request an compilation of the books of the Chapter.

## **ARTICLE X – COMMITTEES**

- Section 1     **Standing Committees:** The Standing Committees of the Chapter shall be:
- a. **The Nominating Committee:** As detailed in Article VI, Section 3, and subsequent applicable sections.
  - b. **The Membership Committee:** A Chairperson of the Membership Committee shall be appointed by the President. The Membership Committee shall develop and present a proposed annual budget to the Treasurer by August 1 of each calendar year. The Committee shall be responsible for conducting new membership campaigns and following-up on dropped memberships. The Chairperson shall ask other members to serve as required.
  - c. **The Program Committee:** A Chairperson of the Program Committee shall be appointed by the President. The Committee Chairperson shall develop and present a proposed annual budget to the Treasurer by August 1 of each calendar year. The Committee shall be responsible for determining and arranging all Chapter programs. The Committee Chairperson shall designate other Chapter members to serve as required.
  - d. **The Publicity Committee:** A Chairperson of the Publicity Committee shall be appointed by the President. The Committee Chairperson shall develop and present a proposed annual budget to the Treasurer by August 1 of each calendar year. The Publicity Committee shall be responsible for all Chapter publicity including media relations.
- Section 2     **Ad hoc Committees:** Other committees, as deemed necessary, shall be established and appointed by the President.

## **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of the voting members present, in person or by proxy, at any Special or Annual Meeting, providing notice of the Special or Annual Meeting has been sent, or by two-thirds (2/3) of the voting members voting by mail, email or fax

in accordance with the provisions of Article IV, Section 2. Bylaws of the Chapter may not be contrary to those of the Association.

## **ARTICLE XII – MISCELLANEOUS PROVISIONS**

- Section 1     **Robert’s Rules of Order:** The Chapter meetings shall be governed by Robert’s Rules of Order (latest edition), as deemed necessary by the officer presiding at the meeting except as otherwise provided by these Bylaws.
- Section 2     **Power to Indemnify:** The Minnesota/Upper Midwest Chapter shall have the power to indemnify any person who is or was a director, officer, committee member, employee or agent of the Chapter to the full extent permitted by law.
- Section 3     **Liability Insurance:** The Minnesota/Upper Midwest Chapter may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee or agency of the Minnesota/Upper Midwest Chapter against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Minnesota/Upper Midwest Chapter would have the power to indemnify him or her against such liability.
- Section 4     **Use of Funds and Dissolution:** The Minnesota/Upper Midwest Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall inure or be distributed to the members of the Minnesota/Upper Midwest Chapter. On dissolution of the Minnesota/Upper Midwest Chapter, any funds remaining shall be distributed to the MRA National organization.