



MEDWAY BUSINESS COUNCIL

BY-LAWS

Adopted April 1979
Amendments to November 1, 1982
Amendments to May 5, 1986
Amendments to April 3, 1989
Amendments to April 1, 1996
Amendments to November 21, 2013

Updated contact information:

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Article I NAME:

The name of this organization shall be the Medway Business Council and is referred to herein as the Council.

Article II OBJECTIVES:

The objective of the Council shall be to:

- A. Promote and nurture a healthy business and professional environment.
- B. Provide a better understanding of issues which may affect the Medway business community.
- C. Compile and disseminate statistics and other information which may prove valuable to members.
- D. Encourage members to exchange ideas which will help perfect sound business practices.
- E. Provide and/or direct programs which will encourage and enhance business education, employment opportunities and community mindedness.

Article III MEMBERSHIP:

Section 1. Full Member

Any person, business or corporation owning, operating or controlling a gainful business or profession.

Section 2. Honorary Member

A person or persons, deemed by the body to be worthy of such an honor, that has/have served the Council and the Town of Medway for many years with service and contributions that have benefited the MBC and the community. Nominations shall be made by the Council members and the selection shall be made by the Board of Directors.

Article IV VOTING POWERS, POWERS TO HOLD OFFICE PRIVILEGES:

Section 1. Full Member

A full member is entitled to all powers of voting and to hold office.

Section 2. Honorary Member

An Honorary member that is still an active business and a "Full Member" of the Council shall be permitted to vote, hold office and to all rights provided to "Full Members".

Section 3. Right to Speak

All members shall have the right to address the body at any meeting.

Section 4. Restrictions

Voting shall be restricted to one vote per business or corporation. Voting or the power of nominating officers shall be restricted to Full Members in good standing only.

Article V DUES:

Section 1.

Dues of the Council shall be set annually by the Board of Directors and voted upon by the body at the May regular meeting of the Council.

Section 2.

Honorary Members will not be charged dues. However, if such Honorary Member is still active in regular business activity, that business will continue to pay annual dues and shall be considered a Full Member of the Council and be entitled to vote, hold office and to any and all rights provided to a Full Member.

Section 3. Payments

All dues shall be payable by October 1, annually, or as designated by the Board of Directors.

Section 4. Forfeitures.

Any member suspended, expelled or resigning from the Council shall forfeit all moneys paid to the Council and shall have no claims to any funds of the Council.

Article VI SUSPENSIONS AND EXPULSIONS:

Any member whose dues are not paid in full within 30 days following the October 1 due date shall be removed from membership of the Council.

Article VII MEETINGS:

Section 1. Annual Meeting

The annual meeting shall be held in May or June prior to the end of the fiscal year, as determined by the Board of Directors. The membership shall be notified at least ten (10) days prior to the annual meeting by written notice. The annual meeting will take the place of a regular meeting.

Section 2. Regular Meeting

Regular meetings shall be held monthly at a time and place determined by the Board of Directors. A notice of meetings will be sent out to the membership.

Section 3. Special Meeting

Special meetings may be called by the President upon written notice to all members at least one week prior to the meeting. An agenda shall be included in the notice and only the agenda listed shall be acted upon. A special meeting may be called by seven (7) Full Members by written request to the President at least two (2) weeks prior to the meeting date.

Section 4. Time and Place

The time and place of all meetings shall be set by the Board of Directors or as otherwise set by the body.

Section 5. Quorum

One fifth (1/5) of the total membership of Full Members, in good standing, shall constitute a quorum. A quorum shall be determined at the commencement of the business session of a meeting. A majority vote shall rule.

Article VIII OFFICERS AND DUTIES

Section 1. President

The President shall be a chief executive officer and representative of the Council, shall preside at all meetings, shall perform all duties as required by the body, shall appoint all committees and act as an ex-officio member of those committees. The President shall be elected by the body.

After the expiration of the President's term of office, he/she shall become a member of the Executive Board and the term shall coincide with the newly elected President's term.

Section 2. Vice President

The Vice President shall be the second Executive Officer and shall assist the President in the discharge of his/her duties. In the absence or disability of the President, the Vice President shall assume the duties of the President. In the event the President is unable to complete his/her term of office, the Vice President shall succeed to the President's office for the unexpired term or until the new President shall be elected by the body. The Vice President shall be elected by the body.

Section 3. Treasurer

The Treasurer shall perform the customary duties of his/her office and such other duties as required by the body. The Treasurer shall be required to give an account of the financial position of the Council at regular meetings and at the annual meeting. The Treasurer shall be elected by the body.

Section 4. Secretary

The Secretary shall perform the duties customary of that office except as may be delegated; and shall perform such other duties as may be required by the body.

- A. The Secretary shall be an ex-officio member of all committees.
- B. Shall keep records of the proceedings of the Council, and as directed, the executive committee and all other committees.
- C. Shall keep a correct list of all the members and their addresses.
- D. Shall be custodian of all files and records of the council unless otherwise directed by the body.
- E. Shall give all notices required by the By-Laws.
- F. Shall restrict access to the records and files of the Council to only those authorized by the Council.
- G. Upon termination of his/her office, shall turn over to his/her successor or the President, all records of the council in his/her custody.
- H. Shall be elected by the body.

Article IX NOMINATIONS AND ELECTIONS OF OFFICERS:

Section 1. Nominations

Nominations for the office of President, Vice President, Treasurer, Secretary and Board of Directors shall be made at the regular April meeting. The slate of nominations shall then be included in the notice of the May meeting and voted upon at that meeting. Members shall have the right to offer nominations from the floor at the May meeting.

Section 2. Elections

The election of the President, Vice President, Treasurer, Secretary and Board of Directors shall take place at the annual meeting.

Section 3. Who Shall Make Nominations and Vote

Only Full Members, in good standing, shall be eligible to make nominations or vote for any office of the Council, or Board of Directors.

Section 4. Length of Term of Office

The term of office for the President, Vice President, Treasurer, Secretary and Board of Directors shall be one (1) year or until their successors are elected. The President, Vice President, Treasurer, and Secretary, shall be limited to three (3) consecutive terms in the same office, unless no successor is forthcoming.

Section 5

In the event that the Vice President, Secretary, Treasurer or Board of Directors are unable, for any reason, to complete their term of office, nominations for candidates to serve the unexpired term of the vacated office may be conducted at a special or regular meeting of the Council.

Elections will take place at the next regular meeting, provided the slate of nominations is included in the meeting notice at least one (1) week prior to the meeting.

Article X SIGNATURE ON INSTRUMENTS AND DOCUMENTS:

Section 1. Checks and Payments

All checks shall be signed by any two (2) of the four (4) executive officers of President, Vice President, Treasurer, or Secretary. Only the Executive Committee shall be authorized to expend any moneys.

Section 2. Other Documents

Other documents and instruments shall be signed by such officer or officers as authorized by the office or as directed by the body.

Article XI COMMITTEES:

All committees shall be appointed by the President from the body. The chairman of each committee shall be elected by the members of the committee. All committees shall organize

within fourteen (14) days of the date of appointment. A report of each committee shall be given at each regular meeting of the Council. The chairman of each committee shall report to the Executive Committee.

Section 1.

At the discharge of each committee, the chairman shall provide a written report of the actions, results and conclusions of the committee, listing all committee members.

Section 2.

The Standing Committees of the Council shall be as follows:

- a. Membership Committee – at least three (3) persons.
- b. By-Law Committee – at least three (3) persons
- c. Program Committee – at least one (1) person.
- d. Industrial & Business Growth & Development – at least three (3) persons.
- e. Digital IT Committee – at least (1) person
- f. Executive Committee – The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and past presidents as provided for under Article VIII, Section 1.
- g. The Board of Directors of the Council shall consist of the Executive Officers of the Council; the President, Vice President, Secretary and Treasurer, past presidents as provided under Article VIII, Section 1, and three (3) other members of the Council elected by the body to a one year term.

The Board of Directors shall be responsible for the policies, programs and direction of the Council. Each member of the Board shall have one equal vote. In the event that the Board of Directors shall be locked in a tie vote, the President of the Council shall cast the deciding vote.

If, for any reason, a member other than the Executive Officers, cannot serve the entire term of his/her election to the Board of Directors, the remaining members of the Board of Directors may appoint a person to serve the balance of the unexpired term(s).

- h. Nomination Committee – The Nomination Committee of the Council shall consist of a minimum of at least three (3) members.

The purpose of the Nominating Committee shall be to prepare a slate of officers of the Executive Committee, members of the Board of Directors, and any other positions which must be elected by the body.

Article XII FISCAL YEAR:

The Fiscal Year of the Council shall be the twelve (12) months ending June 30.

Article XIII AMENDMENTS:

The By-Laws of the Medway Business Council may be amended by two-thirds (2/3) vote of those present and voting at a regular meeting or special meeting at which a quorum is present,

provided seven (7) days written notice of the proposed amendments is given to the body.
The By-Laws shall be reviewed within a minimum of every five (5) years.

Article XIV PROCEDURE:

Any rules of the procedure not covered by these By-Laws shall be governed by “Robert’s Rules of Order”.