

WAYNE COUNTY BUSINESS ASSOCIATION BY-LAWS

ARTICLE I - NAME AND OBJECTIVES

1. NAME

This organization shall be known as the Wayne County Business Association (WCBA). The WCBA is a membership supported nonprofit 501(c) (3) organization that advocates and informs on behalf of the business community in Wayne County, Utah.

2. OBJECTIVES

The objective and purpose of this Association shall be:

- A. To advocate on behalf of the Wayne County, Utah business community, connect business owners with educational and technical expertise, and facilitate networking and collaboration among businesses in a supportive network.
- B. To help increase business income and facilitate employment in Wayne County, Utah and to encourage residents and visitors to patronize locally owned businesses.
- C. To establish a network of local, regional, state and national cooperative partners such as the Wayne county Economic Development, Six County Association of governments, USDA, Panoramaland RC+D, the Governor's Office of Economic Development, Utah State University, the Utah Office of Tourism and Small Business Development Center, among others, to provide assistance to Wayne County, Utah businesses.
- D. The WCBA, at its discretion, may choose to establish and oversee a small business micro loan fund to finance business growth and expansion.

ARTICLE II - MEMBERS

WCBA shall provide membership to any person or business or organization that supports the Wayne County Business Association goals and objectives upon payment of annual dues.

- A. Payment of annual dues is required for membership in good standing.
- B. It is the expectation and responsibility of each member to take an active role in promoting the purposes of the WCBA as outlined in Article I. This includes exhibiting the highest degree of professionalism and a willingness to share their talent, knowledge and experience with fellow members.
- C. Under the direction of the WCBA Officers, members may be asked to serve as a board member, participate on a committee, provide training in areas of expertise and share updated information.
- D. A member may resign at any time by notifying the WCBA President in writing. Such resignation shall be effective immediately. Dues will not be refunded.
- E. A membership may be terminated for cause by a (2/3) two-thirds vote of the Board. The member will be given a written notice to appear before the Board for a review of the case before the vote is taken. A pro-rata amount of the annual dues will be refunded.

ARTICLE III - MEETINGS

General Membership Meetings shall be held as often as the WCBA Officers deem necessary, but not less than four times a year - usually January, April, July and October. Notice of the meeting time and location shall be sent to all members, including the minutes of the previous meeting, at least one week prior to the meeting. E-mail is the preferred method of notification.

The January meeting is designated as the WEBA's Annual General Business Meeting. The agenda shall include the election of officers, financial report, approval of the budget, updates on education, events and projects and other items pertaining to the objectives of WCBA.

Board meetings may be called any time by the WCBA President with no less than 7 days' notice. Executive Board (Officer) meetings will generally be held each month. The full Board will meet at least quarterly, usually in January, April, July and October. At-large Board members are welcome to attend the Executive board meetings.

ARTICLE IV - OFFICERS AND ELECTIONS

The WCBA will elect from its membership Officers to lead and conduct the business and carry out the objectives of the Association. Elected officers include: President, Vice President (President-Elect), and Secretary/Treasurer.

Only a member (primary or secondary contact) in good standing can serve as an elected WCBA officer. Any exception to this must have a two-thirds (2/3) approval by the Board.

Officers are elected by majority vote of the membership. Nominations may come from any WCBA member. The nomination and voting period are set by the current Officers and generally begin several weeks prior to the annual business meeting. Final balloting is completed, and results are announced at the annual business meeting in January. Special elections may be held as called for by a two-thirds (2/3) vote of the Board. Officers serve a term of one (1) year. They may serve additional terms if nominated and elected in a future year.

Voting is by email or written ballot allowing each member an opportunity to vote during the election period which may begin as much as one month prior to the annual business meeting. Final tabulation will be done just prior to the business meeting in January. A majority of votes cast shall be necessary for election of an officer. In the event of a membership tie, a two-thirds (2/3) vote of the Board will make the determination.

If any officer position becomes vacant during the year, the remaining officers shall appoint, with the two-thirds (2/3) approval of the Board, another person to temporarily fill the position until the next general election in order to prevent any disruption of the annual activities of the WCBA.

ARTICLE V - OFFICER DUTIES

The PRESIDENT shall be the primary official representative and chief executive officer of the Association. The duties and responsibilities of the elected WCBA officers include:

- A. Preside at all meetings of the WCBA and calls special meetings as necessary.
- B. Has general charge and supervision of the business of the Association. As such, he/she is authorized to sign any and all deeds, mortgages, bonds, contracts or other instruments as required.
- C. Serves as WCBA Board Chair.
- D. Makes reports of the affairs of the WCBA and sees that its objectives are carried out.
- E. Supervises recruitment and welcoming of new members.
- F. Works closely with the officers and Executive Director in overseeing that the development, projects and purposes of WCBA are fulfilled.
- G. Contracts and coordinates with outside resources, such as consultants, web support and clerical assistance for additional tasks as needed.
- H. Provides direct supervision of the Executive Director, Bookkeeper, Webmaster and any other staff positions.
- I. Chairs the nominating and election procedures for the next officer election, including the final tabulation and announcement at the annual business meeting.
- J. Performs all duties necessary or recommended by the Board.
- K. The President shall be the person who held the office of Vice President in the immediately preceding year. Following their term as president, he/she shall remain a member of the Board as

“Past President” for the following year. If it is necessary to vacate the office, the Vice President/President Elect will serve as President for the remainder of the unexpired term.

The VICE PRESIDENT is also the PRESIDENT-ELECT. In the absence of the President or in the event of death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Duties:

- A. Serves as the WCBA Vice President in their second year, without a new nomination and election.
- B. Assists the President in the performance of his/her/ duties.
- C. Under the direction of the President, he/she takes lead in the recruitment of new members.
- D. Chairs the Membership Committee.
- E. Works with the President and Executive Director to maintain and update the membership roster, newsletter and website.
- F. The Vice President oversees any projects or committees and performs other normal duties as requested by the President.

The SECRETARY/TREASURER shall safeguard the funds received by the Association by keeping proper records, receipts, disbursements and following the financial guidelines as outlined in Article VIII of these By-Laws. They work closely with the Bookkeeper to fulfill the following duties:

- A. Maintains and reconciles the banking statements.
- B. Responsible for collecting and depositing membership dues.
- C. Presents monthly reports of the WCBA financial statements, cash flow, balance sheet and monthly status compared to budget.
- D. Coordinates the annual audit procedures, when an audit is ordered by a two-thirds (2/3) Board vote.
- E. Chairs the Financial Committee.
- F. Prepares the annual budget for Board review and membership approval each January.
- G. As necessary, prepares amendments to the budget during the year for the approval of the Board.
- H. Custodian for all WCBA records.
- I. Works closely with the Executive Director to keep accurate minutes of all WCBA meetings. He/she is responsible for the distribution of General Meeting Minutes to the Association members.
- J. Serve as the secretary to the WCBA Board of Directors.
- K. The Financial Officer assists the President and performs other normal duties as requested.

ARTICLE VI - EXECUTIVE DIRECTOR

This position will not be filled until at a future time when the WCBA Board may vote to budget for and hire this person. When approved, the Executive Director shall be chosen by quorum (2/3) vote of the board and serves at its pleasure. The Executive Director is an at-will position. He/she shall be compensated as the Board deems appropriate and shall be an es-officio non-voting member of the Board. He/she reports directly to the President and works closely with all officers. Under the direction of the President, their duties may include:

- A. Co-signing with an authorized officer any and all deeds, mortgages, bonds, contracts or other instruments which have been approved.
- B. Supporting as directed, the officers as they carry out their duties.
- C. Representing as authorized the WCBA in working with government, community and business entities to fulfill the objectives of the Association.
- D. Coordinating with WCBA contracted staff and vendor services.
- E. Making reports to the Officers and Board as requested.

- F. The Executive Director assists the Officers and performs other normal duties as requested.

ARTICLE VII - BOARD OF DIRECTORS

The WCBA shall be directed by a Board consisting of Elected Officers plus no fewer than two (2) and no more than ten (10) at-large WCBA members.

- A. Elected Officers serve as Executive Board Members.
- B. Board Members may be nominated by a WCBA member, Officer or other Board member and must be approved by a quorum two-thirds (2/3) vote of the existing Board and Officers.
- C. All at-large Board members shall serve a two-year term. They may serve additional terms, if nominated and approved.
- D. The Board is chaired by the WCBA President.
- E. The Board shall meet as called for in Article III-C, to transact business, receive financial reports, hear committee and project updates, give direction and provide guidance.
- F. Resolutions and items of action must have a quorum two-thirds (2/3) approval to be enacted. Some matters may be approved via email voting.
- G. Board members are urged to support WCBA by serving on committees and projects while promoting the objectives of the WCBA.

ARTICLE VIII - BOOKKEEPER

The WCBA shall be assisted by a part-time bookkeeper. Generally, this person will be an independent contractor with an accounting/bookkeeping background. When approved, the Bookkeeper shall be chosen by a quorum (2/3) vote of the Board and serves at its pleasure. The Bookkeeper is an at-will position. He/she shall be compensated as the board deems appropriate and shall be an ex-officio non-voting member of the Board. He/she reports directly to the President and works closely with the Secretary/Treasurer. Under the direction of the President, their duties may include:

- A. Conduct bookkeeping, purchasing, accounting, handle petty cash, clerical/administrative functions.
- B. Assist with budget projections and tracking; make bank deposits; maintain ledgers; pay bills; prepare financial statements and reports including the profit & loss statement and balance sheet; reconcile bank account; manage cash at events; collect funds; assure expenditures are in accordance with purchase order system; keep the Officers informed of balances of internal accounts.
- C. Conduct invoice activities and pay vendors for delivered materials. Ensure that invoices are correct regarding specifications; make computer entries and prepare checks for vendors.
- D. Provide inventory support; enter new equipment into the fixed asset information system; tag new equipment; account for all fixed asset equipment owned by the WCBA.
- E. Perform clerical/administrative functions; enter data; prepare reports as directed; install software programs; maintain files; make minor repairs to office equipment; prepare correspondence and reports; serve as the fixed asset manager and prepare monthly financial reports.

ARTICLE IX - WEBMASTER

The WCBA shall be assisted by a part-time webmaster. Generally, this person will be an independent contractor with a background in web design and social media marketing. When approved, the webmaster shall be chosen by quorum (2/3) vote of the Board and serves at its pleasure. The webmaster is an at-will position. He/she shall be compensated as the Board deems appropriate and shall be an ex-officio non-voting member of the Board. He/she reports directly to the President and works closely with the Officers. Under the direction of the President, their duties may include:

- A. Building and maintaining the WCBA website. This will include an overview of the association, member directory and related pages as directed by the Board.
- B. Coordinate the Social Media campaign, such as Facebook, to reflect the activities, news and events of the organization.
- C. Assist in preparing and sending out the WCBA's email newsletter.
- D. Provide counsel and advice to the Officers and Board related to current media trends.
- E. Perform other related duties as requested.

ARTICLE X - COMMITTEES, PROJECTS & PROGRAMS

In keeping with its objectives as outlined in Article I, the WCBA shall organize and engage in a number of worthwhile endeavors. A program or committee must have the approval (2/3 majority) of the Board to begin. All are under the direction of the President, with the chair generally being filled by an Officer or Board member. They may include the following:

- A. Membership Committee - Generally chaired by the Vice President, the focus is on recruiting new members, keeping the membership roster up to date, welcoming new businesses into the community and contributing business spotlights for the newsletter and website.
- B. Financial Committee - Generally chaired by the Secretary/Treasurer, the purpose is to oversee the record keeping, financial and fund raising (grants and donations) activities of the WCBA. They will oversee the minutes and update information provided in the newsletter and website.
- C. The Wayne County Farmers Market was founded in April 2010, under the direction of the WCBA. Generally held on Saturdays, it provides our local farmers, producers and artisans a direct market to local consumers and tourists. Normally a board member will over see the operations, finances, compliance to state regulations, recruiting of vendors, marketing (including its Facebook site), the setting up of signs, and coordinating this seasonal activity. Others may be asked to assist in these duties
- D. The Utah Microenterprise Loan Fund (UMLF) is a private, non-profit, community development financial institution whose mission is to provide financing and management support to entrepreneurs in start-up and existing firms that do not have access to traditional sources of capital. The WCBA has partnered with UMLF to provide this program to Wayne County, the first in rural Utah. As such, a board member may be asked to represent the WCBA on the local UMLF committee and provide information back to the Officers, Board and General membership of the association about this program.
- E. Education Committee - Generally chaired by a member of the Board, it supports efforts to help prepare our young people and adults with the skills and training needed to succeed in their careers. They are a liaison between the WCBA and schools by interacting with student career development programs such as Future Business Leaders of America (FBLA), Entrepreneurial Groups, Workforce Service job fairs, Internships, Jr. Achievement and other career skill building activities. They work with Wayne County Economic Development to promote on-going skill

learning programs that are offered to area businesses. They represent the WCBA on Utah's *Prosperity 2020* initiative which unifies state business leaders supporting public policies that improve our education out-comes. They work with the webmaster by sharing related information for the website and newsletter. They report to the WCBA board and general membership as requested.

- F. The Business Guide & Map is a project to market member businesses, provide an area map and local information, as well as offer a student intern the opportunity to earn money and gain experience. Under the direction of the WCBA President, members of the board and association work together to bring this about. Profits earned above the design, publishing and intern costs will go into the WCBA general fund as income.
- G. The WCBA, with the approval (2/3) of the Board, may offer support to other worthy community projects. They work with the county Bike Pedestrian Path initiative, the Wayne County Travel Council, Scenic Byway 12, Capitol Reef National Park and other organizations as needed to promote the objectives of the association.

ARTICLE XI - CONTRACTS, FINANCES AND RECORDS

A. CONTRACTS

The Board may authorize any officer/s or agent/s of the organization, in addition to the Officers so authorized, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or may be confined to specified instances.

B. CHECKS, DRAFTS OR ORDERS

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or agent or the Association, and in such manner as shall from time to time, be determined by resolution of the Officers.

C. DEPOSITS

All funds of the organization shall be deposited within three (3) working days from receipt to the credit of the Association in such banks, trust companies or other depositories that the Officers may select.

D. REPORTS

An accounting of the finances of the WCBA shall be made at the annual membership business meeting each January, usually at quarterly general meetings and whenever called upon by the President.

E. BUDGET APPROVAL

Membership will vote to approve the WCBA annual budget in January. The budget may be submitted to Members via email and by invitation to view at the WCBA designated office. As necessary, an amendment to the budget during the year must have a two-thirds (2/3) approval by the Board.

F. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, FIDUCIARIES AND AGENTS

- a. Limitation of Liability - The personal liability of the Directors and Officers of the Association to the Corporation or its members, or to any third person, shall fully be eliminated or limited as from time to time permitted by Utah law.
- b. Indemnification - The Association shall indemnify and advance expenses to its Directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Association's request as Director, officer, partner employee, volunteer, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representative) to the fullest extent as from time to time permitted by Utah law.
- c. Insurance - The Association may purchase and maintain liability insurance on behalf of a person, who is or was a Director, officer, employee, volunteer, fiduciary or agent of the Association, or who, while serving was one of these positions, a benefit plan against liability asserted against or incurred by them in that capacity or arising from his or her status.

G. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Officers, board, committees having and exercising any of the authority of the officers and shall keep a record giving the names and addresses of the members in good standing. All books and records of the Association may be inspected by any member, or their agent/attorney, for any proper purpose at any reasonable time.

H. FISCAL YEAR

The WCBA shall operate on a fiscal year beginning January 2 and ending December 31 of that year.

I. FUNDING

- A. The WCBA shall be financed by membership dues and other programs as available. Such programs may include grants from private foundations, governmental and quasi-governmental entities, individuals and other sources.
- B. The WCBA is responsible to pay expenses incurred in the pursuit of the goals as stated in these By-Laws and the Strategic and Marketing plans.
- C. The budget shall be prepared by the officers and presented to the membership at the first meeting of the calendar year - usually in January. An amendment to the budget during the year must have a two-thirds (2/3) approval by the Board.

J. DUES

Dues shall be payable for the calendar year beginning January 1. All invoices will be sent in January and be due at the end of March. For member so be in good standing and receive a listing on the website, dues must be paid in full by March 31. To be eligible to buy an ad in the WCBA's Business Guide & Map, the participant must be a current member of the association.

ARTICLE XII - PROCEDURE

A. PARLIAMENTARY RULES

All questions of parliamentary practice shall be decided according to Robert's Rules of Order. Any motion or change of policy shall be seconded with call for discussion on the motion, and then a vote by the membership to become valid.

B. PROXY

For a proxy to be valid, it must be written and addressed to the President or other officer of the WCBA. The proxy must be signed and dated before the meeting. Official proxies shall be valid for one meeting only.

ARTICLE XIII - AMENDMENT OF BY-LAWS

The WCBA By-Laws may be amended by a majority vote of members present at any regular or special meeting, provided the proposed amendments have been presented in writing at a previous meeting or emailed to each member not less than ten (10) days in advance of the meeting at which final action is taken. Such amendments shall go into effect immediately following adoption unless otherwise provided.

ARTICLE XIV - POLICIES

Association policies and guidelines not already included in the By-Laws must be approved by a Board quorum or two-thirds (2/3) vote then noted in this section.

The WCBA email list is confidential and to be used only for Association communication and business. It is not to be given or sold to anyone. Exceptions must be approved by a Board quorum of two-thirds (2/3) vote.

Conflict of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall;

- a. fully disclose the nature of the interest and
- b. withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

When a WCBA email is sent to its membership, professional email standards and protocols are to be followed. We will always use the BCC address line when sending out the newsletter or any official email to the membership.

Officers, Board members and others volunteering on WCBA projects, committees and meetings may be asked to report their hours to the bookkeeper.

Amended: February 10, 2015

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