

NORMAN BUSINESS ASSOCIATION

BYLAWS Revised November 2011

ARTICLE 1

The Organization

SECTION 1. Norman Business Association is a local business organization which provides mutual support to its members in order to ensure that small businesses survive.

SECTION 2. Members are expected to have an interest and commitment to the mission of the NBA, which is to provide mutual support to its members to ensure that small businesses thrive by: (i) providing business leads and referrals to one another; (ii) patronizing each other's businesses; (iii) informing each other of issues that impact local business; (iv) providing a forum for local business concerns; and (v) practicing honesty and integrity.

SECTION 3. Regular meetings are held at 7 a.m. weekly on Friday mornings. Business meetings, which are only for members, are held on the first Friday of the month. The President or the Board of Directors may, due to holidays or other good cause, cancel a regular meeting or change the date of a business meeting.

ARTICLE 2

Membership

SECTION 1. Membership in Norman Business Association is by invitation. A prospective new member must be sponsored by a member of NBA in good standing.

In order to avoid conflicts with current member classifications, prior to bringing a prospective member to NBA as a guest, said prospective member must be approved by the Membership/Classification chair.

A "Prospective Member" must be: (i) an owner, manager and/or officer of a business, or (ii) a director or manager of a civic or not for profit organization, or (iii) a representative of a governmental or educational agency, or (iv) an elected public official, with an office or business location within the city limits of Norman, Oklahoma. A home business office qualifies if it is the headquarters of the business.

Prior to being considered for membership a prospective new member must have been in continuous business in the classification for a minimum period of six (6) months.

A prospective new member must be proposed for a classification of a principal business that is not already filled. Provided, however, that any member may agree to the proposal of and the NBA may elect to membership one additional person who is actively engaged in the same classification of business or profession of the person who is already a member of NBA. Any such member shall enjoy all privileges and obligations of other members. However, there is a limitation of two memberships in the same business classification.

In order to be considered for membership, a prospective member must have attended three or more regular meetings of NBA and have completed a Membership Data Form. This form is to be turned into the Membership Chair (or a designated representative). At each meeting they attend, a prospective member shall be introduced to the membership and identified as a prospective member.

SECTION 2. If a Prospective Member meets all eligibility requirements, the chair of the Membership/Classification Committee (or a designated representative) shall present the Prospective Member to the Board of Directors for a vote. Upon the Prospective Member receiving a majority of favorable votes by the Board of Directors, the Prospective Member shall be presented by the Board of Directors to the members of the NBA at the next regularly scheduled business meeting for admittance as a member.

SECTION 3. A Prospective Member shall be admitted to the NBA by a written vote of the members if the Prospective Member receives at least eighty percent (80%) positive votes based upon the members present when such Prospective Member is presented for voting.

SECTION 4. If a Prospective Member fails to be approved, the Prospective Member cannot begin a new process for membership within 12 months of the date of the vote. Nothing from the previous application process, such as three (3) visits as a guest, may be used for the new application process.

SECTION 5. Change of Classification. To be eligible for a change in classification a member must have held membership in good standing for a minimum of one (1) year. A member desiring a change in classification who does not meet this requirement must reapply for membership in the new classification, meeting all the criteria for initial qualifications.

A member desiring a change in classification must meet the requirements of these bylaws for prospective members.

A member desiring a change in classification may apply to the Board of Directors for said change. At its discretion, the board may waive the requirement of having been in business in the new classification for at least six months. If the Board recommends this change, it will be presented to the members at the next business meeting. The change in classification request must receive an affirmative vote from two-thirds of members present.

SECTION 6. Shared Membership. Subject to approval of the Board of Directors, two people from the same business may become members of the NBA. Such membership is called a Shared Membership. Both members must meet all eligibility requirements. Members in a Shared Membership may cast only one vote. Both members in a Shared Membership must comply with all obligations of membership except for attendance. Combined attendance of the members of a Shared Membership must comply with attendance requirements. Each member in a Shared Membership is responsible for paying the full amount of dues.

SECTION 7. Associate Membership or Retired Membership. A person who does not meet the requirements for classification due to retirement from active business or professional life may apply for Associate or Retired Membership under the following conditions:

1. Associate or Retired Membership may be granted to a current member of NBA in good standing by a majority vote of the Board of Directors.
2. Attendance, dues and all privileges (including voting and holding office) for Associate Membership shall be equal to that of regular members.
3. Retired Membership shall not be entitled to vote and shall be excused from payment of dues and attendance requirements. Members in Retired Membership shall pay the cost of their meals.

SECTION 8. The total active membership roll shall not exceed one hundred (100) members, unless enlarged by a three-fourths vote of the membership.

SECTION 9. Special Memberships may be considered with the recommendation of the Board of Directors and an affirmative vote of the membership.

ARTICLE 3

Duration of Membership

SECTION 1. Membership shall continue unless terminated as stated in these Bylaws.

SECTION 2. A member who has six (6) or more unexcused absences in any thirteen (13) week period shall be considered to be delinquent in attendance. The Board of Directors, at their option, may meet with a member whose attendance is delinquent to discuss the status of their membership in the organization. If the Board finds that no good cause is presented for the delinquent attendance, the Board has the option to terminate the membership of said member. The decision of the Board of Directors shall be final unless overridden by a majority vote of the membership.

SECTION 3. The Board of Directors may, for good cause shown, grant a leave of absence to any member, which leave of absence shall be announced to the members at the next regularly scheduled meeting of the NBA. Any member who has been granted a leave of absence by the Board of Directors shall not be terminated for failure to attend. Dues must be paid during the leave of absence.

SECTION 4. Any member may be terminated by the Board of Directors upon finding that it is in the best interest of the NBA to so terminate a member and providing that the member has been given due notice and an opportunity to be heard by the Board of Directors. Any member so terminated may appeal the decision of the Board of Directors to the members at the NBA's next regularly scheduled business meeting. A two-thirds vote of the members present at such meeting shall be final.

ARTICLE 4

Dues

SECTION 1. The initiation fee and monthly dues shall be set by the Board of Directors.

SECTION 2. The Treasurer shall mail and/or distribute quarterly dues statements to all members on or before the first month in which the dues are payable. Quarterly dues are due by the 15th of the month in which they become due. Members who pay dues annually shall receive a discount to be set by the Board of Directors.

SECTION 3. Any member who fails to pay the quarterly dues within thirty (30) days after the due date shall be declared to be a delinquent member. Thereupon, the Treasurer shall send a written notice to the delinquent member advising such member of the delinquent status. Such delinquent member shall have thirty (30) additional days within which to bring the dues current. If the delinquent member fails to pay the delinquent dues within the grace period, the member shall be presented to the Board of Directors at the next regularly scheduled Board meeting to be considered for termination for failure to pay dues.

SECTION 4. Any delinquent member who is terminated for failure to pay dues shall not be reinstated to active membership except upon reapplication under the same procedures applicable to a Prospective Member and until the former member pays all delinquent dues and a reinstatement fee equal to the then existing initiation fee.

SECTION 5. If a member resigns, the member shall not be entitled to any pro-rata refund of any dues paid for the month in which the resignation becomes effective.

ARTICLE 5

Duties of Officers

SECTION 1. President. The President shall preside at all regular weekly meetings of the NBA. The President shall sign all documents and contracts on behalf of the NBA and shall generally perform such duties incident to the office of President. The President shall serve as Chairman of the Board of Directors. The President shall be authorized to sign checks.

SECTION 2. Vice President. The Vice President shall assume all duties of the office of President in the absence or disability of the President. If both the President and Vice President are absent for a business, regular or board meeting, the Past President shall preside. In the absence of the President, Vice President, and the Past President, a member of the Board of Directors may preside.

SECTION 3. Secretary. The Secretary shall keep the minutes of all proceedings of all business meetings of the NBA. The Secretary shall also keep the minutes of all Board of Directors meetings. The Secretary shall maintain the active membership roll and send the names of any newly elected members to the Treasurer and the Technology chair. The Secretary shall have the responsibility for maintaining a current set of bylaws. The Secretary shall further perform such duties incident to the office of Secretary.

SECTION 4. Treasurer. The Treasurer shall receive and safely keep all moneys of the NBA. The Treasurer shall reconcile the books and records on a monthly basis and make a monthly report of the NBA's fiscal status to the board of directors and to the members at the regular monthly business meeting. The Treasurer shall make an Annual Report to the general members at the Annual Meeting. The Treasurer shall further perform such duties incident to the office of Treasurer. The Treasurer shall be authorized to sign checks. Checks must be signed by both the Treasurer and the President. In the absence of either the Treasurer or the President (but not both), the Vice President or the Secretary may cosign checks in the amount of \$500.00 or more.

SECTION 5. Past President. The immediate Past President shall serve as a voting member of the Board of Directors.

SECTION 6. Election and Term of Officers.

Officers, including the members of the Board of Directors, shall be elected at the NBA's Annual Meeting.

No NBA member shall be eligible for any office, including being a member of the Board of Directors, without having been an active member for at least one (1) year. No member shall hold the same office more than twice in succession. Any member who is elected to fill an unexpired term for any office of at least six (6) months shall be eligible for reelection to that same office for the next ensuing term. This section shall also apply to members elected to the Board of Directors.

No member shall hold more than one office at a time.

The Treasurer may be elected to a term of two years. Prior to being elected Treasurer, a person shall have served one year as Assistant Treasurer. The Treasurer is not eligible to serve more than two years in a row.

The Vice President automatically becomes President the following year and Past President the year after that.

The Secretary and the members of the Board of Directors serve one year terms.

SECTION 7. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8. Removal. Any officer may be removed, either with or without cause, and successors elected by a majority vote of the members present at a business meeting of the NBA. At such meeting, the officer being removed shall be afforded the opportunity to address the membership in defense of such removal proceedings.

SECTION 9. Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the members in attendance. Nominations for any such vacancy shall be made at the NBA's weekly meeting the Association following the vacancy, and the election to fill the vacancy shall be held at the next monthly business meeting, unless the nomination be accepted by acclamation when first presented.

ARTICLE 6

Board of Directors

SECTION 1. The NBA's Board of Directors shall consist of the immediate past President, the Officers and four (4) elected Directors from the members.

SECTION 2. The Board of Directors meetings shall be held during the week prior to the NBA's regular monthly business meeting. The Board of Directors meeting shall be open to all NBA members.

SECTION 3. The Board of Directors shall consider all business of the NBA at the monthly meeting, accept all committee reports and recommendations, vote on applications of Prospective Members and perform any and all other duties incident to the Board of Directors. The Board of Directors shall be responsible for the control and management of the affairs and interests of the NBA and may exercise all powers of the NBA except those specifically conferred upon or reserved to the members.

SECTION 4. All decisions of the Board of Directors shall be final unless overridden by a two-thirds vote of the membership.

SECTION 5. At all meetings of the Board of Directors, the presence of a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the Directors present at the time and place of any regular or special meeting of the Board of Directors, although less than a quorum, may adjourn the same from time to time, without notice, until a quorum shall be present.

ARTICLE 7

Committees

SECTION 1. All Committee Chairs shall be appointed by the President. The Standing Committee Chairs shall be appointed at the first regularly scheduled business meeting following the NBA's Annual Meeting. All Standing Committees may submit a report at the Annual Meeting.

SECTION 2. The Standing Committees shall be as follows: Membership/Classification, House, Nominating, Attendance, Leads, Programs, Bylaws, Social, Publicity, and Technology.

SECTION 3. The duties and responsibilities of the Standing Committees shall be as follows:

1. Membership/Classification: To promote and encourage the solicitation of new members of the NBA; to consider all applications for membership; to thoroughly investigate the eligibility of all Proposed Members; to review the application for conflicts in classifications; to report its decisions and recommendations to the Board of Directors; to recommend to the Board of Directors the reinstatement or rejection of any former members; to recommend to the Board of Directors for acceptance or rejection any change in representation which may be desired by a member; to maintain all classification lists of the NBA; to recommend to the Board of Directors new classifications which they feel would be beneficial to the NBA; to determine and recommend to the Board of Directors any existing or potential conflict in classifications between members of the NBA.

2. House Committee: To coordinate all arrangements for the place of the regular weekly meetings of the NBA; to negotiate all fees of any existing or proposed meeting facility; to investigate any complaints from any member on meeting facilities; to investigate any proposed new meetings facilities and make any appropriate recommendations to the Board of Directors or to the general membership of the NBA.

3. Nominating Committee: The Nominating Committee shall consist of no fewer than four (4) members and shall have an equal number of members from the Board of Directors and the members. The Vice President shall serve as chair of the Nominating Committee. The Nominating Committee shall nominate all candidates to offices,

including the members of the Board of Directors, other than those appointed to the Board of Directors by these Bylaws. All offices so nominated shall consist of at least one (1) nominee for each elected position.

4. Attendance Committee: To keep and record all attendances of members of the NBA at all regular meetings; to record all excused absences of any member; make any recommendations to the Board of Directors on termination of any member for absenteeism; to notify any member who accrues three (3) unexcused absences out of any consecutive thirteen (13) meetings. Absenteeism may result in additional memberships in the same classification at the discretion of the Board of Directors.

5. Leads Committee: To encourage members in the presentation of leads.

6. Program Committee: To coordinate and provide programs for the regular meetings. With the permission of the President, the Program Chair may schedule a program during a business meeting.

7. Bylaws: To periodically review and keep in good form the NBA's Bylaws; to report to the Board of Directors and/or the members any conflicts in the Bylaws; to formulate and present for consideration any change or addition to the Bylaws that would be in the best interest of the NBA.

8. Social: This committee shall be responsible for planning and promoting social activities/events for the membership, including the annual banquet.

9. Publicity: This committee shall be responsible for publicity and media relations including, but not limited to promoting special events sponsored by the NBA including those which are open to the community.

10. Technology: This committee shall be responsible for maintaining a web page for the use of the NBA membership.

ARTICLE 8

Recommended Order of Business

SECTION 1. All regularly scheduled meetings, other than the first regularly scheduled meeting of each month and any special meetings, shall be known as "Regular Meetings" and may have the following Order of Business:

1. Call to order
2. Pledge and invocation
3. Introduction of guests
4. Reports of officers and/or committees (if any)
5. General leads
6. Thanks

7. Program
8. Adjournment

SECTION 2. The first meeting of each month shall be known as the "Business Meeting." Guests shall not be permitted at this meeting. The suggested Order of Business for the Business Meeting may be as follows:

1. Call to order
2. Pledge and invocation
3. Treasurer's report
4. Reports of officers and/or committees (if any)
5. General leads
6. Election of new members
7. Old Business
8. New Business
9. Thanks
10. Adjournment

ARTICLE 9

Annual Meeting/Election

SECTION 1. Annual Meeting. Unless otherwise set by the Board of Directors, the NBA's Annual Meeting shall be the first Friday in May of each calendar year.

SECTION 2. Annual Election. The annual election of officers shall take place at the Annual Meeting. Nominations for all offices shall be submitted to the members by the Nomination Committee prior to the Business Meeting in April, and any further nominations from the membership shall be made at the Business Meeting in April of each calendar year.

ARTICLE 10

Miscellaneous

SECTION 1. Quorum. Two-thirds of the membership roll shall constitute a quorum for the transaction of any business.

SECTION 2. Parliamentary Procedure. "Robert's Rules of Order (Revised)" shall be the parliamentary procedure and authorization for the NBA.

SECTION 3. Amendment to Bylaws. Any proposed amendment to the Bylaws of the NBA shall be in writing and proposed to the members at any regularly scheduled

Business Meeting. Any amendment to the Bylaws shall require a two-thirds vote of the members present at such regularly scheduled Business Meeting for passage.

SECTION 4. Suspension of By-Laws. The bylaws of the NBA may be suspended in the case of emergency by a four-fifths vote of all those present at any meeting at which a quorum is present.

SECTION 5. Voting by Written Ballots. Written ballots shall be taken in the following instances:

1. Election of new members
2. Change of classification of a member
3. Election of officers and directors
4. Nonrecurring expenditures of \$100 or more

NORMAN BUSINESS ASSOCIATION BYLAWS
Revised November 2011