

# **Small Business Institute®**

Revised February 25, 2014

## **CONSTITUTION AND BY-LAWS**

### **Article I. NAME**

The legal name of this organization shall be Small Business Institute Directors' Association. Hereafter referred to as Small Business Institute® or as SBI.

### **Article II. MISSION**

The mission of the Small Business Institute® is to be the premier provider of professional development for those engaged in experiential student team consulting and related entrepreneurship education, research and activities. SBI is the link between business, education and community.

### **Article III. MEMBERSHIP**

Membership shall consist of the following classifications:

- A. Member- Membership shall be available to faculty, administrators, or students in any institution of higher learning or individuals involved in small business/entrepreneurship who pays annual dues to the Small Business Institute® or registers for the Small Business Institute® Annual Conference.
- A. Member Emeritus –A Member Emeritus is any member who has retired from regular gainful employment. A Member Emeritus shall pay dues at one half the regular rate.

### **Article IV. DUES AND MEMBERSHIP YEAR**

The Board shall draw up a schedule of membership dues and establish a membership year as specified in the By-laws.

### **Article V. OFFICERS**

The officers of SBI shall be President; President Elect; Vice President-Programs; Vice President Elect- Programs; Vice President- Marketing & Communications; Vice President- Project of the

Year Competition (POY); Vice President – Membership; Secretary/Treasurer; and Immediate Past President; and Vice-President-Development

## Article VI. BOARD

The Board shall consist of the officers in Article V. The Board shall be chief policy-making and legislative body of SBI, subject only to referendum of the membership. It shall establish objectives, policies, and plans; authorize the formation of committees; establish budget; and take other actions necessary for implementation of the objectives of the SBI.

## Article VII. GOVERNANCE

### Section 1. Voting

There shall be an annual election by electronic or mail ballot. The members shall be allowed to vote for officers, in accordance with the election processes specified in the By-laws.

### Section 2. Nominations

The Immediate Past President of the SBI shall appoint a Nominating Committee in accordance with procedures specified in the By-laws.

### Section 3. Terms of Office and Succession

The term of office shall be as follows:

President – 1 year, succeeded by the President Elect

President Elect – 1 year

Vice President-Programs – 1 year, succeeded by the Vice President-Programs Elect

Vice President-Programs Elect – 1 year

Immediate Past President- 1 year

Vice President-Marketing & Communications– 2 years [election in odd number years]

Vice President- POY– 2 years [election in even number years]

Vice President-Membership – 2 years [election in even number years]

Vice President-Development - 2 years [election in odd number years]

Secretary/Treasurer – Appointed by the Board

Elected officers may not succeed themselves in the same office within three years.

### Section 4. Vacancy in Mid-term

The Board will appoint a replacement for the vacant office who will serve until an appropriate election by authorized ballot of the members may be conducted. Should the person elected be the holder of another office, the Board will appoint a person to the office made vacant as a result of the election.

### Section 5. Removal from Office

An Officer may be removed from office by two-thirds majority vote of the Board.

#### Section 6. Voting Procedures

Voting of the Board shall be by voice, paper or electronic means.

### Article VIII. MEETINGS

#### Section 1. Annual Meeting

There shall be at least one general business meeting of the SBI each year open to members. All members shall be notified as to the time and place of the annual business meeting at least one month before said meeting.

#### Section 2. Quorum

At the annual business meeting, members who are present shall constitute a quorum.

#### Section 3. Procedure

Parliamentary procedures shall be governed by Robert's Rules of Order in accordance with the Constitution and By-laws.

### Article IX. CHANGES IN THE CONSTITUTION

Amendments to this constitution are proposed by the Board. Proposals must be approved by a majority of the Board 60 days prior to the next annual business meeting. Those becoming members less than 60 days before such meeting shall be given a copy of the proposals upon registration at the annual business meeting. Changes shall require the approval of two-thirds of the members present and voting at this meeting.

### Article X. BY-LAWS

By-laws may be adopted, annulled, or amended by authorized ballot of two-thirds of the members of the Board.

### Article XI. REFERENDA

Upon the request in writing of at least ten percent of the members or upon initiative of the Board, the Board shall submit a question to members for an authorized ballot; the ballot for such a vote shall be accompanied by statements on both sides of the question.

## **BY-LAWS**

By-law 1. Principal Office of the Organization. The principal office of SBI shall reside with the President.

By-law 2. Terms

Section 1. Fiscal year. The fiscal year the SBI shall be from May 1 to April 30.

Section 2. Terms of Memberships and Succession.

- A. The membership term shall be from annual meeting to annual meeting.
- B. The President shall serve for one year and automatically becomes Immediate Past President. The President-Elect shall serve for one term and automatically becomes President for the next year. The Vice President-Programs shall serve one term and may stand for election to President Elect. The Vice President-Program Elect shall serve for one year and automatically becomes Vice President-Programs.
- C. All other nationally elected officers shall serve two years: VP Marketing & Communications, VP POY, and VP of Membership.
- D. The Secretary Treasurer shall be appointed by and serve at the pleasure of the Board.

By-law 3. Dues. Dues shall be set by the Board and shall be approved by two-thirds of those voting at the annual business meeting.

By-law 4. Termination of Membership. Membership shall terminate after the national conference unless dues are paid.

By-law 5. Officers

Section 1. Duties

- 1. President shall be responsible to the organization in all matters for adherence to the tenets of these by-laws. The President has the responsibility of representing the views of all members of the organization. That responsibility includes working with the Vice President-

Development to coordinate and streamline activities congruent to the mission and vision of the organization. The President shall call and chair all meetings of the Board. The President shall have the same voting rights as other members but shall use discretion in use of these voting rights in order to protect the impartiality of the Chair. Such committees, standing or special, as the organization shall from time to time deem necessary, shall be appointed by The President, such appointments shall be at the approval of the Board. The President shall have the responsibility for appointment of the Chair to special and standing committees as are deemed desirable and necessary by the membership, except for the Nominating Committee. After consultation with each Chair, the President shall appoint all members to such special and standing committees.

2. President-Elect shall, in the temporary absence or incapacity of the President, shall assume all duties and responsibilities of the President until such time as s/he can reassume her/his position as President. The President-elect shall normally perform duties assigned by the President, including that of Assistant Chief Development Officer, and shall automatically assume the office of President when it becomes vacant; in addition the President-elect shall coordinate all conference awards.
3. Vice President Programs shall chair the annual conference. In addition to coordinating with the President, the responsibilities include arrangement for facilities, lodgings, program content, participants, publicity and any other matters relating to the planning, preparation, and execution of the conference. The Vice President for Programs shall provide the Secretary-Treasurer with all necessary information concerning such meetings at such a time as to enable the membership to receive such information at least thirty days prior to such conference. The Vice President-Programs is also responsible for the appointment of a Proceedings Editor.
4. Vice President-Programs Elect shall be responsible for providing assistance to and working with the Vice President-Programs concerning the planning, development and conduct of the annual conference. These responsibilities include assisting in the arrangement for facilities, lodging, program content, participant development, and any other matters relating to the facilitation of the meeting(s). The Vice President-Programs Elect shall automatically assume the office of Vice President-Programs. The Vice President-Programs Elect shall coordinate the annual conference site selection process.
5. Vice President- POY shall be responsible for developing, coordinating, and implementing an annual SBI project of the year competition. This includes coordinating the evaluation of cases, providing all information on the awards to needed parties, and announcing award winners. In addition the VP POY shall assist the editors of the Journal of Small Business Strategy and SBI Journal.
6. Vice President- Marketing & Communications shall be responsible for developing and implementing a marketing strategy (with Board approval), promotional material and related marketing tasks (this includes website coordination and promoting the POY competition and the annual conference). The VP of Marketing & Communications shall be responsible for developing avenue(s) for exchange of information with the membership.

7. Vice President – Membership shall be responsible for new member development by marketing to potential new members. In coordination with the association management firm, s/he shall retain existing members, regain previous members, and maintain membership data. In addition, the VP of Membership will conduct membership surveys as needed.
8. Secretary/Treasurer shall manage the keeping of a record of all proceedings, actions, and meetings of the SBI, recording the votes and minutes; shall give due notice of all meetings of members, shall insure that a current list of all members of the SBI is maintained; shall have custody of the SBI Constitution and By-laws and their amendments; and shall manage the keeping of such other records and perform such other duties normally assigned to an organization secretary as well as those specified in the By-laws. The Secretary/Treasurer shall serve as the Chief Financial Officer of the SBI; shall be responsible for assessing the financial implications of proposed programs, activities, projects, policies, and office practices in the light of the financial resources of the Association; shall see that proper accounting records are maintained via standard business accounting practices and supervise and approve disbursements, payments and receipts. The Secretary/Treasurer shall make all required corporate filings. At the direction of Board, the Secretary/Treasurer shall ensure that an independent financial audit is conducted.
9. Immediate Past President – shall conduct the annual election of officers, and help coordinate strategies at the national level, and coordinate any constitutional changes.
10. Vice President – Development shall be responsible for securing and maintaining an ongoing relationship with corporate sponsors for the organization, the Project of the Year competition, the annual meeting, or any other function or situation the Board agrees needs sponsorship. The Vice President Development shall also prepare a strategic plan detailing the corporate recruiting efforts for each fiscal year.

By-law 6. Nominations and Election

Section 1. Method of Nominations. The Nominating Committee shall consist of the Immediate Past President of SBI, who serves as chair, and three members appointed by the Immediate Past President.

No member of the Nominating Committee may be nominated at that time for any office. In the event a member chooses to be considered for nomination, he/she shall withdraw from the Nominating Committee, and his/her place shall be assumed by an appointment by the Chair.

Not less than three months before the planned date of the next annual meeting, the Nominating Committee shall communicate to the membership the open positions and solicit candidates. Not less than two months before the annual meeting, the nominating committee shall nominate candidates for each office to be filled, whether newly established by the Board or falling vacant during the year. The Immediate Past President, shall notify the membership immediately of these nominations.

Not less than thirty days before the next annual meeting the Chair shall send to each member a brief biographical sketch of each nominee, along with a ballot form. Prior to the ballots being

sent out, each nominated candidate shall submit to the Chair a signed statement of acceptance of nomination. Acceptance may be by email.

Section 2. Method of Election. No ballot shall be counted unless it is submitted by a qualified voter to indicate his/her choices and is returned to the Immediate Past President not more than one month after the date of posting of the ballots to the membership. The ballots shall be counted by tellers appointed by the Nominating Committee and the results of the tally shall be announced at the next annual meeting or at the earliest opportunity, at which time the candidates receiving the largest number of votes for the offices to be filled shall be declared elected. In the event of a tie vote for any office, the members present and at the annual meeting shall choose between the tied candidates by written ballot. The Nominating Committee at their discretion may use an independent organization such as a Certified Public Accountant to count the votes and report to the Chair of the Nominating Committee.

Section 3. Publication of Election Results. The Immediate Past President shall immediately announce the results of each election to the Board and to the nominees, and shall subsequently publish the names of the new officers in a communication sent to SBI members.

#### By-Law 7: Student Members

Section 1: Student members will be recognized within the organization and include undergraduates and graduate students.

Section 2: The cost of membership for students is \$10 per year, or \$15 for 2 years.

Section 3: The term of membership for students is based on a calendar year.

Section 4: Student members will have no voting rights.