

Small Business Institute®

SBIDA

Revised July 2008

CONSTITUTION AND BYLAWS

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 Directors Association is to strengthen the small business/entrepreneurship sector of the free enterprise system, provide entrepreneurship education, and support economic development and diversification through teaching, consulting, training, and field research with small businesses and local communities. Teaching, consulting, training, and field research are provided to small, entrepreneurial, and family-owned businesses, students, and local business communities. **SBI** programs serve to:

1. Act as a vehicle to improve and expand educational programs for small business/entrepreneurship in colleges and universities.
2. Enhance the relationship between faculty of schools with small business, entrepreneurship, and family business programs and the business community by developing educational programs that meet community needs.
3. Encourage the relationship and cooperation between faculty of schools with associated approved member Small Business Institutes® (SBIs) and other organizations, academic, professional, and service—concerned with the small business community.
4. Provide supportive, constructive, and mentoring environment for existing and new SBI members.
5. Enhance and promote opportunities for publication and dissemination of applied research, case projects, and *SBI* material.

Article III. MEMBERSHIP

Section 1. Classification of Membership

Membership shall consist of the following classifications:

- A. Member—Full membership shall be available to a full or part-time faculty in any institution of higher learning who is involved in small business management education, to associate and assistant directors of development centers established to offer technical assistance to small business, and to anyone involved or interested in the development of small business management. These shall include, but will not be limited to, government employees, practicing small business managers, employees of financial institution, and secondary school teachers.
- B. Associate Member – Associate membership shall be available to full or part-time graduate/undergraduate students involved in small business and entrepreneurial education. Associate membership shall include all of the rights and privileges of full membership except the right to vote or hold and elected office.
- C. Institutional Member – Institutional membership is available to any organizational entity which is interested in furthering the goals of SBI.
- D. Member Emeritus – A current Member shall become a Member Emeritus on application to the Secretary-Treasurer and retirement from regular gainful employment. A Member Emeritus shall pay dues at one half the regular rate and shall retain full voting rights, but shall not be eligible to hold office.

Section 2. Application for Membership

Application for membership shall be made to the Secretary – Treasurer, who shall determine the classification of membership, as governed by Section 1 above. The applicant shall become a member upon payment of the appropriate membership fee.

Article IV. DUES AND MEMBERSHIP YEAR

The Executive Committee shall draw up a schedule of membership dues and establish a membership year as specified in the Bylaws.

Article V. OFFICERS

Section I. Officers

The officers of SBI shall be President; President Elect; Vice President-Programs; Vice President Elect- Programs; Vice President- Marketing & Communications; Vice President- Research & Publications; Secretary/Treasurer; and Immediate Past President.

Article VI. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Vice President-Programs, Vice President Elect-Programs, Vice President- Marketing & Communications, Vice President- Research & Publications, Secretary/Treasurer, and Immediate Past President. Other officers will meet with the Executive Committee only by invitation from the President. The Executive Committee 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. – DIRECTORS TO THE BOARD

Directors to the Board shall be those persons elected annually by the paid, voting SBI members. There shall be a minimum of three (3) such persons serving. Directors must be current members since they serve on the SBI Board of Directors. Directors can not hold concurrent officer positions within the National SBI organization. The term of a Director will be three (3) years (alternating years). No Directors may succeed themselves in the same office within a two year period. Directors are expected to assist the V.P. of marketing & Communications in sharing of information among SBI members and promoting member accomplishment(s) and/or involvement to the entire membership.

Article VIII. BOARD OF DIRECTORS

Section 1. Elections

There shall be an annual election by electronic, mail, or paper ballot. The paid membership shall be allowed to vote for national officers and Directors to the Board in accordance with the election processes specified in the Bylaws.

Section 2. Nominations

The President of the SBI shall appoint a Nominating Committee in accordance with procedures specified in the Bylaws.

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 numbered years]

Vice President – Research & Publications – 2 years [election in even numbered years]

Secretary/Treasurer – Appointed by full Board

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

Section 4. Vacancy in Mid-term

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

Section 5. Removal from Office

An Officer or Director may be removed from office by a two-thirds majority vote of the Executive Committee.

Section 6. Voting Procedures

Voting by members of the Executive Committee and/or the Board shall be by voice, paper or electronic means.

Article IX. MEETINGS

Section 1. Annual Meeting

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

Section 2. Quorum

At the annual membership meeting, two-thirds of the members present (with voting rights and in good standing) shall constitute a quorum.

Section 3. Procedure

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

Article X. CHANGES IN THE CONSTITUTION

Section 1. Change in the Constitution

Amendments to this constitution must be submitted in writing and receive a two-thirds majority of voting members attending SBI ANNUAL membership business meeting.

Section 2. Proposals of Change

Proposals for change are made by the Executive Committee or by petition to the President and signed by no less than five percent of the members of the SBI with voting rights. Such proposals must be submitted to the Board of Directors 60 days or more prior to the annual meeting and approved by the majority in attendance at the annual Board of Directors meeting for submission to the general membership at the next SBI membership meeting.

Article XI. BYLAWS

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

Article XII. REFERENDA

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

BYLAWS

Bylaw 1. Principal Office of the Organization. The principal office of SBI shall reside with the President.

Bylaw 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 coincident with the annual meeting year, that is, 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 be the following: VP Marketing & Communications serving for two years; VP Research & Publications serving for two years; and Directors to the Board [3] serving for three years [with one rotating off each year].
[1] The Secretary/Treasurer shall be appointed by and serve at the pleasure of the Board.
- D. Terms of office, for the Board of Directors, will correspond with the annual meetings.

Bylaw 3. Dues. Dues for all classifications of membership shall be set by the Board of Directors and shall be approved by two-thirds of those voting at the Annual Membership meeting.

Bylaw 4. Termination of Membership. Membership shall terminate after the national conference unless dues are paid.

Bylaw 5. Officers

Section 1. Duties

- 1. President shall be responsible to the organization in all matters for adherence to the tenets of these bylaws. The President has the responsibility of representing the views of all members of the organization. That responsibility includes the duties of Chief Development Officer. The President shall call and chair all meetings of the Executive Committee. 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 or the Executive Committee shall from time to time deem necessary, shall be appointed by The President, such appointments shall be at the approval of the Executive Committee. 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 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 be responsible for determining and carrying out the wishes of the membership concerning the conduct of the annual meeting(s). These responsibilities include arrangement for facilities, lodgings, program content, participants, and any other matters relating to the planning, preparation, and execution of the meetings. The Vice President for Programs shall provide the Secretary-Treasurer and the Vice President-Communications 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 meetings. 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 meeting(s). 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.
5. Vice President – Research & Publications shall be responsible for developing, coordinating, and implementing an annual national SBI case competition. This includes securing funds to cover the costs of administering the competition and the cost of the awards, coordinating the evaluation of cases and announcing the award winners. In addition, the VP of Research & Publications shall assist and act as point person for the Editors of the Journal of Small Business Strategy and the SBI Journal.
6. Vice President- Marketing & Communications shall be responsible for developing and implementing a marketing strategy (with Executive Committee approval), promotional material and related marketing tasks (this includes website coordination). The VP of Marketing & Communications shall be responsible for developing avenue(s) for exchange of written information such as developing and publishing the E-Momentum newsletter at least twice per year.
7. 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 Bylaws 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 Bylaws. 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 ensure that an independent financial audit is conducted annually and that all [501 C3] filings are made on a timely basis.

8. Immediate Past President – shall include responsibility for the annual election of national officers and Directors to the Board and help coordinate strategies at the national level.

Bylaw 6. Executive Committee.

The Executive Committee shall have full authority to exercise all the powers of the Board of Directors while the Board is not in session. The Executive Committee shall meet as often as is necessary to give purpose and direction to the President. Actions taken shall be fully reported in minutes circulated to all members of the Board of Directors. The Executive Committee shall set policies, issue directives, and monitor the work of official activities underway or planned.

Bylaw 7. Nominations and Election

Section 1. Method of Nominations. The Nominating Committee shall consist of the Immediate Past President of SBI and the current Directors to the Board. The most recent Past President shall serve as Chair, with his/her nearest predecessor as alternate.

No member of the Nominating Committee may be nominated at that time for any office. In the event a retiring officer 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 nominate candidates for each office to be filled, whether newly established by the Executive Committee or falling vacant during the year. The Immediate Past President, via the VP of Marketing & Communications, shall immediately notify the membership of these nominations.

Additional nominations may be made within one month after publication of the slate of candidates submitted by the Nominating Committee. Each additional nomination must be made by petition signed by at least two percent of the members in good standing and submitted to the Chair. 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. Each candidate nominated by whatever process shall submit to the Chair a signed statement of acceptance of nomination.

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 (with voting rights) at the annual meeting shall choose between the tied candidates by written ballot. The Nominating Committee at their discretion may use and

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 of Directors and to the nominees and shall subsequently publish the names of the new officers in a communication sent to SBI members.