

Boston Chapter of the National Association for Business Economics

Operating Rules (By-laws)

Article I. Name

The corporation shall be named Boston Chapter of the National Association for Business Economics. Upon application to and approval by the Board of Directors of the National Association for Business Economics (NABE), this corporation shall become a chapter of the latter.

Article II. Fiscal Year

The fiscal year of the corporation shall end on the last day of February.

Article III. Purpose of the corporation:

The corporation is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code and for one or more of the of the purposes within the meaning of said section 501(c)(3). The corporation may carry on any activities in connection with the foregoing purposes, and have and exercise all of the purposes and powers conferred upon non-profit corporations under section 6 of the Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in force or hereafter amended, and do everything necessary and appropriate to accomplish any of the foregoing purposes to the extent not inconsistent with the requirements contained in section 501(c)(3) of the Internal Revenue Code, and not inconsistent with any other provision of these Articles of Organization.

Article IV. Mission Statement:

The mission of the corporation is to support and further develop business economics in Boston and the surrounding region. The corporation will strive to be a dynamic and all-inclusive association. It will bring in talents from a wide array of industries that call upon economics in their professional activities. The corporation will provide its members with a forum where all individuals working in these various fields can exchange ideas, develop new skills and network. The corporation will facilitate interactions between its members, and it will strive to ensure that all members benefit from learning of the experiences and expertise of their peers.

The corporation shall strive to:

1. Provide leadership in the practice and understanding of business economics.

2. Stimulate discussion and research in matters of public policy that affect the business economics community, and business policies that affect the economy.
3. Facilitate the communication and exchange of ideas among members.
4. Encourage the mentoring and the exchange of experiences among members.

Article V. Membership:

1. Any person with an active interest in business economics, whether employed or proprietor in the private sector, government, or academia shall be eligible for membership in this chapter.
2. All membership applications shall be reviewed and approved by the membership committee.
3. All members in good standing shall have the right to vote and hold office.

Article VI. Executive Board:

1. The President, Vice President, Secretary, Treasurer, and Public Relations Officer shall constitute the officers of the Executive Board of this corporation.
2. These officers shall convene as often as necessary through telephone conferences, and shall convene in person at least four times per year. This obligation can be satisfied by, in part or in whole but not limited to, the attendance of Executive Board officers at meetings of the Advisory Committee on which they sit as part of their duties as Executive Board officers.
3. Meetings may be held anywhere in the United States.
4. A majority of the Executive Board shall constitute a quorum.
5. The affairs of the corporation shall be managed by the officers of the Executive Board who shall have and may exercise all the powers of the corporation to the full extent provided by the law, the Articles of Organization, or these By-laws. The officers shall exercise all powers and authority necessary for the management of the business, property and affairs of the corporation, and to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the corporation, including but not limited to revising these By-laws and the Articles of Organization.
6. The duties of the officers of the Executive Board shall be as follows:
 - a. **President.** The President shall be responsible for running the corporation. The President shall preside at all general membership meetings, Executive Board meetings, and advisory committee meetings. The President, in conjunction with the Executive Board, shall appoint the chair of each committee. The President shall cast the deciding vote if there is a tie in normal voting procedure. The President shall be the liaison between the corporation, NABE, and the business economics community in Boston and the surrounding region. The President must be a member of the NABE.

b. **Vice President.** The Vice President shall preside at any meeting in the absence of the President. The Vice President shall succeed to the office of the President if the former should resign or be unable to serve the full term. The Vice President shall automatically succeed the President at the end of his term. The Vice President shall preside over the Program Committee which shall take primary responsibility for securing speakers and planning meeting activities. The Vice President must be a member of the NABE.

c. **Secretary.** The Secretary shall keep the minutes of Executive Board meetings and advisory committee meetings during which all attendees shall provide a brief oral report of intermeeting activities. The Secretary shall maintain the membership rolls of the corporation, and shall annually provide the NABE national office with a list of chapter members to be published in the NABE membership directory. The Secretary shall have access to a shared email account created for the organization. A copy of all final external communications with the exception of media and membership communications shall be sent to the above mentioned shared email account. If the Secretary is absent from an Executive Board or advisory committee meeting, a temporary Secretary shall be chosen from the Executive Board officers present, and shall exercise the duties of the Secretary during the meeting.

d. **Treasurer.** The Treasurer shall keep all financial records of the corporation and have custody of all funds. The Treasurer shall collect dues, pay all debts and account for the financial status of the corporation. The Treasurer shall give a verbal report, and submit a written report of the financial status of the corporation at every Executive Board meeting. The Treasurer shall prepare all financial reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies.

e. **Public Relations Officer.** The Public Relations Officer shall be responsible for public and media relations. The Public Relations Officer shall promote the corporation's events and activities to the media and to the broader business economics community in Boston and the surrounding region. The Public Relations Officer shall be responsible for upholding the chapter's website including, but not limited, to online promotion of the corporation's events and activities.

7. No officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. Liability of officers may be limited or eliminated to the extent authorized by the Executive Board on a case-by-case basis, except to the extent that such exemption from liability is not permitted under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

8. Any officer of the Executive Board may resign at any time by delivering his resignation in writing to the President of the Executive Board, to Secretary, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

9. Any vacancy in the Executive Board may be filled by the officers of the Executive Board by vote of a majority of the officers then in office. The officers shall elect a successor if the office of the President, Vice President, Treasurer, Secretary or Public Relations Officer becomes vacant. Each such successor shall hold office for the unexpired term.

Article VII. Committees:

1. Committees shall be established with the following duties:
 - a. **Advisory committee.** The President, Vice President, Secretary, Treasurer, Public Relations Officer, the immediate past President, and all committee chairpersons shall constitute the advisory committee. The advisory committee shall serve to advise the Executive Board on affairs of the corporation. The advisory committee shall advise the President on the election of committee chairpersons.
 - b. **Nominating committee.** The nominating committee shall consist of the current President, and at least two other members including the nominating committee chairperson. This committee shall annually nominate one or more candidates for the offices of Vice President, Secretary, Treasurer, and Public Relations Officer at least two months before the end of the fiscal year.
 - c. **Program committee.** The Vice President shall be chairperson of this committee. This committee will secure speakers and plan meeting activities.
 - d. **Arrangements committee.** This committee shall make the necessary physical arrangements for all events and activities of the corporation. It shall collaborate with the program committee to ensure proper physical arrangements. This committee shall also be responsible for the catering of events.
 - e. **Membership committee.** This committee shall develop and maintain a promotion brochure that can be presented to prospective members of the corporation. It shall have prime responsibility in identifying prospective members and inviting them to the corporation's meeting and events. It shall recruit prospective members to the corporation, solicit written applications, and approve new members. The membership committee chair shall keep a list of all active members and associate members, and shall provide the up-to-date membership rolls of the organization to the Secretary.
 - f. **University Liaison Committee.** This committee shall be responsible for interaction with students and graduate program coordinators of universities and colleges in Boston and the surrounding region. The committee shall promote the corporation's events and activities to students in the fields of economics and business. It shall be responsible for helping students develop NABE student chapters within their universities.
 - g. **Other committees.** The President may establish temporary committees as necessary.
2. Except as specified above, the President, in consultation with the Executive Board, shall appoint the chair of each committee. The chairperson of each committee shall appoint other members of the committee from among the corporation's regular membership.

3. The chairperson of each committee shall maintain an up-to-date record of committee members, and shall transmit the latter to the Secretary.

Article VIII. Election and Tenure of Officers:

1. The terms of the office of the President, Vice President, Treasurer, Secretary and Public Relations Officers shall be one fiscal year.
2. The nominating committee shall annually nominate one or more candidates for the offices of Vice President, Secretary, Treasurer, and Public Relations Officer. The slate of nominees shall be reported during an Executive Board meeting at least two months before the end of the fiscal year.
3. A person can be nominated for more than one Executive Board position, but must choose only one before the election begins.
4. The President shall prepare the official ballot containing those nominated, and the membership committee chair shall send the official ballot via email to the entire list of members at least one month prior to the end of the fiscal year. Ballots shall be returned within 7 days.
5. The ballots shall be counted by the membership committee chairperson, and reported to the Executive Board. Elections shall be by plurality of vote. The results shall be announced at least 10 days before the end of the fiscal year.

Article IX. Meeting of Members:

1. The corporation shall aim at organizing at least 4 meetings per year. Meetings shall have a program in line with the purpose of the corporation.
2. All members of the corporation are expected to participate actively in meetings and other activities of the corporation. Members should be prepared to discuss economic trends in their own industry, and their cooperation is expected when called upon by the President to lead discussions in other areas of economics. All members should also help identify and coordinate with possible outside speakers for the corporation.
3. Unless agreed and announced in advance by the Executive Board, in order to insure a free flow of ideas and discussions, the meetings are considered off-the-record and confidential.
4. Members are expected to participate actively in the programs and affairs of the corporation. Success of the corporation depends entirely upon the willingness of each member to participate in discussions on economic topics to the best of his abilities. Members are also urged to share reports on subjects pertaining to the group's area of interest.

Article X. Fees and Dues:

1. Annual dues shall be determined by the Executive Board, and shall be billed and collected by the Treasurer.
2. Dues for new members will not be prorated by the number of months remaining in the fiscal year.
3. Dues are considered past due 30 days after the beginning of the calendar year, or after the first meeting of the calendar year, whichever comes the earliest. New member dues are considered past due 30 days after induction.
4. Only members whose dues are currently paid are entitled to vote and to participate in corporation activities.

Article XI. Relations with NABE:

Annually, at the close of each fiscal year, the President shall advise the National Association for Business Economics' national office of the elected officers of the corporation for the coming year. The Secretary shall provide the NABE national office with a list of chapter members to be published in the NABE membership directory.

The President of the corporation shall also advise the NABE national office of chapter meetings so that they can be placed on the NABE calendar.

The corporation will assist in all reasonable ways with the promotion of NABE membership among its members, and NABE will promote the chapter and its meetings to NABE members.

The corporation will take advantage of resources offered by the NABE national office such as chapter President teleconferences, website maintenance, and the chapter tool kit found on the NABE website.

Article XII. Interpretation of the Operating Rules (By-laws):

All questions of interpretation of the By-laws shall be decided by the Executive Board.

Article XIII. References to Certain Terms:

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended or other future federal tax code, and in each case, any applicable regulations; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to the said General Laws or chapter as now in force or hereafter amended, or any successor statute; and (iii) to particular sections of the Internal Revenue Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

Article XIV. Amendments:

The Operating Rules (By-laws) of the corporation may be amended at any Executive Board meeting by a two-third majority amongst members of the Executive Board. Votes can be mailed or emailed for those voting in a ballot.

As amended,

February 27, 2013