



Bylaws of the

**Marketing & Business Administration
Research and Curriculum Center**



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Marketing & Business Administration
Research and Curriculum Center
(dba MBA Research and Curriculum Center)

Last amended: **May 31, 2019**

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Bylaws of the
Marketing & Business Administration
Research and Curriculum Center

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ARTICLE I – NAME

The name of the corporation is Marketing & Business Administration
Research and Curriculum Center

ARTICLE II – VISION, MISSION, GOALS

Vision: MBA Research shall be the recognized leader in the development of programs, strategies, and curricula to prepare students for career-oriented, leadership positions in business and marketing.

Mission: to support educators in the preparation of students for careers in business and marketing.

Goals:

1. **Standards Research:** Develop industry-validated curriculum standards by engaging the business community and documenting input, trends, activities, strategies, and factors critical to preparing learners for success in business careers.
2. **Assessment:** Develop assessment tools to document student learning for instructional improvement and accountability.
3. **Professional Development:** Develop tools and processes to support sustained and focused programs to improve teaching strategies for the delivery of integrated academic and career-technical curriculum.

4. **Instructional Support:** Develop and disseminate curricula and instructional materials focusing on critical business functions and professional behaviors.
5. **Delivery Strategies:** Support various instructional and learning strategies, including school-based, work-based, and CTSO-based activities.
6. **Advocacy:** Advocate and support local, state, and national education and workforce initiatives that develop business skills, ethical leadership, and work-ready skills that prepare learners for business careers.
7. **Operational:** Maintain an effective, efficient, equitable, fiscally responsible, and service-oriented organization.

ARTICLE III – CONSORTIUM MEMBERSHIP

Section 1: Benefits of Membership

- 1.1 Opportunities and avenues to interact and pool resources with other members.
- 1.2 Opportunities to engage the local and state business communities through various activities of the Consortium.
- 1.3 Opportunities to purchase MBA Research materials and services at a discount.
- 1.4 The opportunity to provide input and direction to a national curriculum effort.
- 1.5 Involvement with and information regarding the latest developments in education for business administration, including entrepreneurship, finance, hospitality/tourism, management/administration, and marketing.
- 1.6 Priority access to teacher education and professional development opportunities.

Section 2: Membership in MBA Research

- 2.1 A member may be an agency or organization that regularly administers or provides active and substantive support to a Business Administration Education program (e.g., school system, college, professional association or state education department).
- 2.2 Annual dues for a membership shall be determined by the Board of Trustees and shall reflect a discounted fee structure based on the size of the group.

2.3 Changes in membership eligibility requirements as outlined in Section 2.1 shall be established by a 2/3 vote of the Consortium voting representatives in attendance at the annual meeting. Changes in membership eligibility approved by the Consortium shall take effect in the first fiscal year following approval, but not sooner than six months after approval and publication.

Section 3: Voting Representative

The voting representative of each member agency or organization shall be determined by that organization in a manner to be approved in advance by the MBA Research Board of Trustees.

ARTICLE IV – MEETINGS OF THE CONSORTIUM

Section 1: Frequency of Meetings

A meeting of the Consortium will be held at least once during the year. Additional meetings may be called by the Chair or by a majority of the regular members of the Consortium.

Section 2: Notification of Meetings

All voting representatives of the Consortium shall be notified in writing at least 20 days prior to the meeting. It shall be the responsibility of the Chief Executive Officer (CEO) of MBA Research to inform the voting representatives of the scheduled meeting and provide a written agenda.

Section 3: Attendance at Meetings

All voting representatives of the Consortium's membership shall be expected to attend regular and special meetings. In the event a voting representative of the Consortium is unable to attend a meeting, that representative may designate an alternate. The name of the designated alternate must be submitted in writing to the Chair of the Board of Trustees or to the CEO not fewer than 10 days prior to the meeting.

Section 4: Number of Votes to Which Each Consortium Member is Entitled

At all meetings of the Consortium, each member shall have one vote, except that a voting representative in attendance may cast a proxy on behalf of another member if written notification has been provided to the Board Chair or CEO prior to the meeting.

Section 5: Quorum at Consortium Meeting

Voting representatives of the Consortium present at any duly called meeting of the Consortium shall constitute a quorum for transaction of business.

Section 6: Meeting Date and Location

The date and location of the annual Consortium meeting shall be established annually by the Board of Trustees.

Section 7: Cost of Attending

The cost of attendance by the voting representatives at the annual Consortium meeting shall be borne by MBA Research unless otherwise determined by the Board (for cause) in any given year. Costs of attending special meetings called by the Board of Trustees shall be borne by the member unless otherwise funded by the Board of Trustees.

ARTICLE V – BOARD OF TRUSTEES

Section 1: Number of Voting Members

The business, property, and affairs of MBA Research shall be managed by a Board of Trustees consisting of not fewer than six (6) elected official Consortium representatives and up to three (3) appointed external members.

Section 2: Non-Voting Members

Ex-officio (non-voting) members of the Board of Trustees shall include the MBA Research CEO and others as may be appointed by the voting members of the Board.

Section 3: Elected Members on the Board of Trustees

- 3.1 Two Trustees shall be elected by a majority of the Consortium voting representatives present at the annual meeting.
- 3.2 Each Trustee's term of office shall be for a period of three years commencing on July 1 of the fiscal year for which Trustee is elected.
- 3.3 There are no term limits for an elected Board of Trustee.

Section 4: Appointed External Members on the Board of Trustees

- 4.1 In addition to those Trustees elected as outlined in Section 3.1, elected Trustees may appoint up to three additional External Trustees.
- 4.2 Appointments for External Trustees shall be for three-year terms not to exceed two consecutive terms.
- 4.3 Appointed External Trustees shall be selected on the basis of their ability and willingness to provide special expertise perceived by the Board to be of particular value to the Consortium.

- 4.4 None of the External Trustee appointments may include any individual who is an elected Consortium representative. Specifically, it is the will of the Consortium that each appointee represents outside experience, training, and/or expertise.
- 4.5 Appointed External Trustees that have been approved by the Board of Trustees are subject to ratification by the full Consortium either by simple majority vote during the regular, annual business meeting or by simple majority vote of those responding within 30 days to a mail or electronic ballot issued by the elected Board.

Section 5: Qualification of Board of Trustees Members

- 5.1 To serve as a Trustee, candidates at the time they assume office, shall have completed not fewer than one full year as a Consortium representative. Further, each candidate shall provide written documentation of not fewer than three years of experience in business administration education, including entrepreneurship, finance, hospitality/tourism, management/administration, and marketing. Said experiences may include, but are not limited to:
 - 1) experience teaching marketing or business instruction (e.g., high school, college, private business school, private-sector training),
 - 2) preparation of marketing or business instructors,
 - 3) direct supervision or administration of marketing or business instructors,
 - 4) development of curriculum and instructional materials for business administration instruction, or
 - 5) participation in other professional Business Administration Education experience deemed appropriate by the nominating committee or Board of Trustees.
- 5.2 Trustees shall each year appoint a nominating committee that shall make all reasonable efforts to identify and recommend for election not fewer than three candidates for election to the Board. Said committee shall consist of three to five voting representatives of Consortium members, of whom not more than 50 percent are current members of the Board, and none of whom are Board members who are likely to stand for re-election in said year.
- 5.3 Any voting representative may stand for election to the Board, without regard to the recommendations of the nominating committee, if the candidate meets the requirements outlined in 5.1 above. The nominating committee shall determine eligibility according to 5.1. At the request of a potential candidate, a disputed ruling may be referred to the Board for final resolution.

Section 6: Responsibilities

Responsibility for major policy decisions on behalf of the Consortium will rest with the Board of Trustees. These shall include, but not be limited to: selection of the MBA Research CEO, identification of major plans and priorities for the program of work, reviewing the financial affairs of the Consortium, and authorization of an annual budget. Input for these items will be solicited from, and a progress report will be submitted to, the Consortium at the annual meeting.

Section 7: Meetings or Conference Calls

Meetings or conference calls as needed will be called by the Chair or a majority of the Board of Trustees. MBA Research will assume the necessary expense.

Section 8: Frequency of Meetings

Meetings of the Board of Trustees will be held two (2) times per year. Additional meetings may be called by the Chair or by a majority of the voting members of the Board of Trustees.

Section 9: Notification of Meetings

All representatives of member organizations of the Consortium shall be notified in writing at least 20 days prior to the meeting. It shall be the responsibility of the CEO of MBA Research to inform the Consortium of the scheduled meeting and provide a written agenda.

Section 10: Attendance at Meetings

All members of the Board of Trustees shall be expected to attend regular and special meetings.

Section 11: Number of Votes

At all meetings of the Board of Trustees, each regular, voting member shall have one vote on all issues before the Board, including election of Board officers.

Section 12: Quorum

Two-thirds (2/3) of the Board of Trustees shall be necessary to constitute a quorum for transaction of business.

Section 13: Majority Vote

The act of the majority of Board of Trustees members present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 14: Meeting Place

The normal meeting place shall be at the site of the MBA Research office headquarters. Alternate sites may be selected by the Chair with simple majority approval of the Board of Trustees.

Section 15: Chair

The Chair shall be selected by and from the voting membership of the Board of Trustees. The Chair shall see that all recommendations and resolutions of the Board of Trustees are carried into effect. In addition, the Chair shall be an ex-officio member of all standing committees. The Chair shall vote in case of ties.

Section 16: Vice-Chair

A Vice-Chair shall be selected by and from the voting membership of the Board of Trustees. The Vice-Chair shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair.

Section 17: Secretary-Treasurer

A Secretary-Treasurer shall be selected by and from the voting membership of the Board of Trustees. The Secretary-Treasurer shall be responsible for proper documentation of all Board and Consortium meetings. The Secretary-Treasurer shall perform the duties and exercise the powers of the Chair during the absence or disability of both the Chair and Vice-Chair.

Section 18: Replacement of Board Members

- 18.1 A simple majority of the Board may remove an elected Trustee if they believe the Trustee is unable to fulfill the responsibilities of the position.
- 18.2 In the event of a Board vacancy due to resignation or action of the Board as specified in 18.1, it shall be the responsibility of the Chair to identify and appoint a replacement elected Trustee to fulfill the remaining term of office, subject to majority confirmation of the remaining Trustees.
- 18.3 An External Trustee appointed by the Board is to be selected on the basis of his or her ability and willingness to provide appropriate expertise as determined by the Board, superseding ratification outlined in Section 4.5.
- 18.4 An External Trustee who serves less than a full term may be eligible to serve two full consecutive terms.

ARTICLE VI – ADMINISTRATION AND MANAGEMENT

Section 1: Administering Agency

If deemed appropriate and necessary by the Board, an administering agency may be retained by the Consortium to cooperate in organizing, managing, and coordinating activities for the members. The agency selected shall have regional or national visibility and capability of developing broad-based contacts and alliances necessary to the attainment of the organization's objectives.

Section 2: Financial Support

The major financial support of MBA Research will come from product sales, fees for services rendered, membership fees, and third-party contracts consistent with the mission, purposes, and goals of the Consortium.

Section 3: Employment of Staff

At the discretion of the Board of Trustees, a CEO may be employed to work directly with the Board of Trustees in the management and operation of the Consortium. The CEO may employ and supervise additional staff as required to fulfill the Consortium's program of work.

Section 4: Fiscal Accounting

An annual accounting of financial reports and statements shall be made by the CEO. This financial reports statement shall be submitted to the Board of Trustees for review, reaction, and filing. Accounts and accounting procedures will be reviewed annually by a certified public accountant.

ARTICLE VII – CEO AND STAFF

Section 1: Function

The management of the Consortium is to be the function of the MBA Research CEO.

Section 2: Employment

The MBA Research CEO may be employed on a full-time basis, on a consulting basis, or in any other manner deemed appropriate by the Trustees and consistent with the program of work and fiscal condition of the Consortium.

Section 3: Selection

After extensive publicizing of the availability of the position through appropriate publications, associations, and other professional media or organizations, the Board of Trustees will select the most qualified individual for employment as MBA Research CEO.

Section 4: Qualifications

The CEO must have knowledge of Business Administration Education programs, competency-based curricula, and curriculum theory.

Section 5: Duties

Duties of the CEO shall include, but not be limited to:

- a. Coordination of Board activities, initiatives, and policy making
- b. Implementation of Board policy
- c. Coordination of Consortium activities and initiatives
- d. Strategic planning to support the mission and goals of the organization
- e. Oversight of staffing required to fulfill the mission
- f. Oversight of day-to-day management and operations
- g. Development of internal policy to support operations
- h. Fiscal oversight and reporting

Section 6: Term of Office

The CEO may retain the position as long as there is satisfactory performance as determined by an annual review by the Board of Trustees.

Section 7: Compensation

Compensation, including benefits, shall be negotiated between the Board of Trustees and the CEO.

ARTICLE VIII – COMMITTEES

The Chair of the Board of Trustees shall appoint such standing committees and ad hoc committees as deemed necessary.

ARTICLE IX – FISCAL YEAR

The fiscal year of the organization shall be from July 1 to the following June 30, unless otherwise provided by the Consortium.

ARTICLE X – AMENDMENTS TO BYLAWS

Bylaws may be amended with prior notice, through publication in the meeting agenda, by a vote of two-thirds (2/3) of the voting representatives present at the annual meeting; written proxies are acceptable as votes.

ARTICLE XI – NONDISCRIMINATION

MBA Research does not discriminate in any educational programs, materials, activities, or employment on the basis of age, race, color, religion, creed, national or ethnic origin, disability, sexual orientation, gender identity, gender expression, marital status, military status, or veteran status.

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