

BUSINESS ASSOCIATION OF TUCSON

P. O. BOX 17582
TUCSON AZ 85731-7582

Email any inquiries to: info@bataz.org

1. Business name of applicant: _____

2. Full name of primary business representative: _____

Position/Title: _____ Email: _____

3. Full name of alternate: _____

Position/Title: _____ Email: _____

4. Address: _____

City: _____ State: _____ Zip Code: _____

5. Nature of Business: _____

6. Business Category Applying For: _____

See or Request the "BAT Category List"

7. Is applicant currently actively engaged in the business, occupation or profession referred to in Question 5, and has applicant been so engaged for more than one year prior to this application?

Yes No

8. Does the applicant belong to a similar business association? If so, name: _____

9. Does applicant agree that a representative will be designated to attend the regular meetings of the association, and that an alternate, if possible, will be named who will attend in the absence of the primary representative? Yes No

10. Pursuant to the By Laws, does the applicant understand and agree:

a. That admission to membership is temporary for the first ninety (90) days to ensure that no existing member is engaged in a competing business and that all requirements for membership will be complied with.

b. That if the temporary membership must be terminated, during said ninety (90) days, applicant initiation fee will be returned.

Name of BAT sponsor: _____

Application fee of \$50.00 is enclosed: Yes No

Signature of Applicant: _____ **Date:** _____

(Signature must be that of owner, officer, director or managing agent)

BUSINESS ASSOCIATION OF TUCSON INC.

AMENDED AND RESTATED BY-LAWS

Certain business persons of Tucson, Arizona joined together on October 17, 1968, for the promoting their mutual business concerns. In the interest of conducting the Association with order and decorum, certain By-Laws were adopted and amended from time to time. It has been determined once again to be in the best interest of the members thereof to again amend and adopt these Amended and Restated By-Laws.

I. NAME

The name of this organization shall be BUSINESS ASSOCIATION OF TUCSON, INC.

II. PURPOSE

The purpose of this organization is twofold namely,

- A. To collect exchange and disseminate business information leads and ideas relating to the promotion of business among the various members, and
- B. To promote the businesses of all the various members.

The Association is a non-profit organization. However, the Association is not to be construed as a civic or charitable club. Membership imposes no responsibility on its members to do business with each other. The Association shall only promote or support causes, which directly relate to the stated purposes of the Association.

III. MEMBERSHIP REQUIREMENTS

All members shall meet the following minimum requirements:

- A. Membership in the Association shall be limited to fifty (50) regular active members who demonstrate a continuing interest in promoting the purposes of the organization. Regular active members shall not include senior retired members.
- B. Membership shall be in the name of the corporation partnership, business or professional association, as opposed to any individual.
- C. Membership in the Association shall require the prompt payment of any dues or reasonable assessments made by the membership or Board of Directors. Failure to pay a delinquent obligation to the Association, after notice, for more than sixty (60) days shall be grounds to terminate a member by vote of the membership. If a member fails to pay such a delinquency for more than one hundred and twenty (120) days after notice, shall result in automatic suspension of membership. Reinstatement

may occur only upon payment in full of all amounts due and by a majority vote of the membership to approve reinstatement.

IV.

MEMBERSHIP APPLICATION REOUIREMENTS

The purposes of the Association are best served when there are members who are principals of their company and able to make substantial decisions for the company they represent. To obtain such members, care should be taken to secure the best possible membership for the mutual benefit of all members. To accomplish this, new members are subject to the following:

A. Prospective members shall first be brought to at least one (1) regular weekly meeting as a guest of the proposing members to meet the membership.

B. The prospective member will be provided a membership application to be completed and returned with the application fee, which shall be determined, from time to time by the Board of Directors.

C. The Board of Directors may, from time to time, set additional requirements or waive requirements on additional requirements as it determines to be in the best interest of the Association. Ideally, a copy of the application of the prospective new member will be sent out to the membership with the next lead sheet prior to membership voting on the application. If the application does not get sent out, for any reason the membership may, of it so desires, vote on the membership application at the next regular meeting of the membership or postpone the vote until the application has been published to the membership.

D. When the application is presented to the membership for a vote one (1) negative vote from any member shall be sufficient to prevent the acceptance of the applicant to the membership.

E. To the extent possible, only one (1) member should represent an occupation, profession or industry. It is recognized that many businesses today deal in many areas and one (1) member could prevent a multitude of potentially good members from joining the organization. It is expected that

each member will exhibit good faith in voting to not necessarily exclude all competition from joining the association. If a prospective member completes head on with the principle business of a member, it is appropriate to consider voting against an applicant. On the other hand, if a prospective member competes in an area of business that constitutes only a relatively small portion of the member's principle business it would be inappropriate, although not prohibited, from voting against such prospective member since there could be other reasons for voting against a prospect. If a member consistently votes to keep out worthy members, it could be a consideration in determining that such a member is a disruption to the Association and subject to being voted out of the Association pursuant to Article VII below.

F. To preserve the best interest of the Association the Board of directors may, from time to time, set up rules and regulations or policies to assist in determining the best procedures to accept new members and to prevent problems in the procedures of obtaining and getting qualified new members into the Association. Any such modifications shall be published in the lead sheets for the members to see and become familiar with as soon as practical.

V.

CLASSES OF MEMBERSHIP

There shall be two (2) classes of membership, namely:

A. REGULAR MEMBERSHIP - This membership shall be the regular membership which shall require application for membership.

B. SENIOR RETIRED MEMBERSHIP - This membership shall be provided to an individual who has fully retired from active business and has represented a business or profession regularly as a member of this organization for at least five (5) consecutive years immediately prior to retirement. Upon a majority vote of the membership approving the request for senior retired membership status, at a regular meeting of the membership, the individual may be approved for Senior Retired Membership. The senior retired member must meet all the criteria of a regular member with reference to payment of dues and attendance. It is understood that a senior retired member shall not be expected to regularly have leads, but shall be expected to utilize his or her experience and knowledge to assist the Association and its members in providing good counsel when and where requested by the Association and/or its members.

VI.

REPRESENTATION

Each member shall designate a representative as well as an alternate, if possible who shall be responsible for attendance at regular meetings. If the representative or the designated alternate leaves the employment of the member or is transferred, or for any other reason is unable to act as representative or alternate, the member shall, as soon as possible, name a new representative or alternate who shall be subject to approval of the membership.

VII.

TERMINATION

A member may be terminated for the following reasons and upon the following grounds.

A. If any representative or alternate is deemed by the membership, for any reason, to be disruptive to the best interests of the organization, their membership may be terminated by a vote of a majority of members present at a regular meeting.

B. If a member misses three (3) or more meetings or demonstrates a consistent lack of interest in the Association by failing to provide leads, the member may be terminated by a majority vote of the members present at a regular meeting. Although it might be appropriate to provide notice if attendance does not improve or if the member does not commence providing substantive leads, that he or she may be terminated and that such advance notice is not necessary since that is the primary reason for the existence of the Association. The primary purpose for which this Association exists is to be present and exchange business leads for the benefit of all members. There shall be no property right in a membership and the vote of the membership shall be at the sole discretion of the membership and the vote shall be final and binding and non-appealable.

VIII.

OFFICERS - DUTIES

The elective officers of the Association shall be a President, Vice President and Secretary/Treasurer, each of whom shall be elected for a term of twelve (12) months by a majority of the members. The President shall nominate a Sergeant-At-Arms.

The President shall preside at all meetings of members and at the Board of Directors meeting. He/she will direct the Association's activities in accordance with its By-Laws and decisions of the Board of Directors. The President shall be the Chief Executive Officer and Chairperson of the Board of Directors. He/she shall appoint, subject to approval of the Board of Directors, the standing and special committees for his/her term of office. He/she shall be exofficio member of all committees and be notified of all committee meetings. The President shall not succeed him/herself in office except if he/she is appointed to fill in an unexpired term.

The Vice President shall serve as presiding officer in the absence of the President as necessary. The Vice President shall not succeed him/herself in the same office, except if he/she is appointed to fill an unexpired term. The Vice President may be considered to be groomed to become President, but shall be subject to election of the membership at the appropriate time for such election.

The Secretary/Treasurer may be elected as one or two separate positions at the option of the membership. If the positions are separated, the functions of the positions will be divided as appropriate; otherwise one (1) person shall perform all functions. The Secretary/Treasury shall handle all general correspondence of the Association and shall be the custodian of all records. The Secretary/Treasurer shall regularly prepare and certify a list of members in good standing at least every ninety (90) days. He/she shall receive all dues and other funds, keep accurate records of accounts and render a financial statement to the membership and Board of Directors at such times as is required. He/she shall maintain the bank records and pay all bills of the Association upon appropriate approval. Checks will be signed by two (2) officers, including the Treasurer.

The Sergeant-at-Arms shall monitor all business leads and be the custodian of name badges as well as serve at the request of the President, as necessary, to maintain decorum at all meetings.

Any vacancies in the position of an officer during the term of office will be filled by appointment by the Board of Directors, with the appointed person serving until the current term ends or until a new person is duly elected.

IX

BOARD OF DIRECTORS

The Board of Directors shall consist of all of the Officers of the Association and four (4) other members who are elected at large by the membership to the Board of directors as well as the immediate past-president of the Association. All directors shall service for a period of twelve (12) months. A director may succeed him/herself in office. The Board of Directors shall have any and all authority as is necessary to carry out the objectives of the Association and to preserve the best interest of the members of the Association. Therefore, under circumstances deemed significant by the Board of Directors it may, from time to time, take any and all actions it deems appropriate even if it is contrary to these By-laws. The Board of Directors shall also have authority to determine where meetings shall be held, the dues for membership and application fees and any other fees necessary to the reasonable operation of the Association.

The Board of Directors shall meet from time to time, at least quarterly, at such time and place as the President determines.

X.

COMMITTEES

The President shall make appointments to the standing committees and to such other committees that he/she and the Board of Directors consider in the best interest of the Association.

The Standing Committees shall be:

- A. Membership — At least three (3) members.
- B. Nominating — At least three (3) members.
- C. Social — At least three (3) members.

XI.

ELECTIONS

The election of officers and directors shall be subject to the following:

- A. The Nominating Committee shall nominate at least one (1) member as a candidate for each elective office and for the Board of Directors. The slate of candidates shall be announced no later than the general meeting for the first week in December of each year. Nominations may also be offered from the floor of said meeting. No member shall be nominated unless he/she has agreed to serve, if elected.
- B. Election of officers and directors shall be made either by mail, fax, at a general meeting or in such other manner as determined at the option of the President and/or Board of Directors. If the election is to be by mail, the Secretary/Treasurer shall cause to be circulated the list of candidates, together with ballots, immediately following the meeting at which nominations are made. Results of the election shall be announced at the first meeting after election returns are complete, but no later than the last meeting in December.
- C. If multiple candidates run for a particular office, the candidate receiving the most votes shall be deemed elected to that post. Should two (2) candidates for a position receive the same number of votes, the candidate who has been a member of the Association for the longest period of time shall be deemed elected to that post.
- D. Each member shall be entitled to one (1) vote on all matters coming before them, including elections. If the regular member is not present, then the alternate member shall be entitled to cast the vote of the member.

XII.

MEETINGS

The meeting of the members, Board of Directors and Committees shall be held at such times and places as from time to time determined by the Board of Directors. The Board of Directors shall however, meet as soon as practicable after their election to plan the new year and shall meet at least quarterly thereafter. A general meeting of the members shall be held each week unless otherwise determined by the Board of Directors and/or by vote of the membership.

XIII.

DUES AND FEES

Each member shall be required to pay the following dues and fees, the amount of which shall be set from time to time by the Board of Directors and/or the membership.

- A. Application Fee for initiation into the Association.
- B. Monthly dues payable in advance, monthly, quarterly or annually based on the cost of meals served at meetings and a reasonable reserve to accommodate all expenses of the organization including entertainment activities.
- C. Guest fees for taking a guest to a regular meeting based on the cost of the meal. If the regular member attends along with the alternate the alternate will be charged as a guest.
- D. Cost of entertainment programs, special affairs, etc. where the Association pays all or any portion of the cost of the event for those members and/or guests attending.
- E. Such other charges as the members and/or Board of Directors elect to enact.

Dues shall be payable in advance, and shall be billed, together with other costs, on the first (1st) of each month and shall be payable on the tenth (10th) of the month. Non-payment of dues after sixty (60) days may be grounds for expulsion from the organization. Delinquent dues may be assessed reasonable interest of up to one and one-half percent (1 1/2%) per month as a penalty for late payment. Attorney fees and costs incurred in the collection of any dues or fees owed to the Association shall be paid by the delinquent member.

XIV.

ATTENDANCE

The principal person designated by the member or a designated alternate person shall regularly attend meetings of the Association. It is expected that members will respect the fact that other members depend upon the leads presented by members who are present at the meetings. The future of the Association depends upon attendance. Continuous absences, whether contiguous or sporadic, cannot be tolerated and violators will be subject to the termination provisions of these By-Laws.

XV.

RECORDS

All records of the Association shall be available for inspection by the members at any time.

XVI.

QUORUM

A quorum of conducting business at a regular meeting of the membership as well as the Board of Directors shall be the persons present. There shall not be a required number present, so long as the meeting is a regularly scheduled meeting or a Board of Directors meeting, where the meeting was duly noticed. If the meeting was not a regular meeting or announced at least a week in advance, then a quorum shall be fifty-one percent (51%) of the membership or the Board of Directors respectively.

XVII.
RULES OF ORDER

The initial rule of order for the conduct of membership meetings and for the Board of Directors and all Committees shall be to obtain a consensus of all present and involved in the matter being considered. If it is not possible to obtain a consensus for any reason at the option of the presiding person, the Robert's Rules of Order latest edition shall govern all of the Association's procedures, except for any procedures contained in these By-Laws, in which case the By-Laws will govern.

XVIII.
EXISTING MEMBERSHIP

All members of the Association as of the date of adoption of these amended By-Laws, shall be presumed to be in compliance with these By-Laws for all purposes.

XIX.
DISSOLUTION OF ORGANIZATION

“In the event of the dissolution of Business Association of Tucson, any assets of any description owned by said entity at the time of termination, will be distributed to a similar tax exempt non-profit 501C4 entity with a preference for such an organization being located in Pima County, Arizona. If no such entity can be identified then to such an organization in the State of Arizona. If no such entity is or can be located within a reasonable period of time, not to exceed three months, then the assets shall be donated to any tax exempt federal, state or local government.”

XX.
AMENDMENTS

Amendments to these By-Laws may be proposed by any member at any regular weekly meeting or at a Board of Directors meeting. The proposed amendment shall be presented to the membership verbatim and in the next regular publication of the Association to the membership, stating the date when the proposed changes will be voted upon. The By-Laws may be amended only after a two-thirds (2/3) affirmative vote of the members present at the meeting, providing a quorum exists.

APPROVED this 27th day of June 2018.