

BY-LAWS OF
BUSINESS, SOCIETY & GOVERNMENT CONSORTIUM, INC.

ARTICLE I – NAME

This Corporation shall formally be known as the *Business, Society & Government Consortium, Inc.*, hereinafter referred to as *Corporation* or *BSG*.

ARTICLE II – PURPOSES

(A) The Corporation is a public benefit corporation. The Corporation is organized exclusively for educational, literary and scientific purposes and to promote research in the public interest consistent with section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law. The Corporation may receive and administer funds for charitable, religious, educational or scientific purposes, within the meaning of Section 501(c)(3) and to that end, the Corporation is empowered to hold any property, real or personal, or any undivided interest therein, without limitation as to the amount or value; to dispose of any such property and to invest, reinvest, or deal with the principle or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable state or federal laws, rules or regulations; to do any other act or thing incidental to or connect with the purposes stated herein or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members except as permitted under the Nebraska Nonprofit Corporation Act and other applicable state or federal laws, rules or regulations.

(B) The primary purposes of this Corporation shall be to promote and encourage scholarship and superior teaching of issues regarding business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility in colleges and universities; to promote research and scholarship through the regular publication of professional proceedings, journals or other publications and conducting seminars, conferences, sessions, etc.; to foster a better understanding between college and university administrators and those engaged in teaching and research in the disciplines associated with business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility; to develop and maintain a friendly and cooperative relationship among instructors, professors and scholars in the disciplines associated with business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility; and to encourage and promote high ethical and professional standards in the conduct of business and government.

(C) The Corporation shall also engage in such ancillary activities as are normally related to the primary purposes for which the Corporation has been formed and that are consistent with

the legal requirements of the Nebraska Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

(D) The Corporation may also engage in or transact any other business or activities not inconsistent with the above stated purposes and not in violation of the requirements of the Nebraska Nonprofit Corporation Act or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

(A) Full membership, hereinafter *members* or *membership*, in this Corporation shall be open to any person actively engaged in or retired from teaching of or research in any discipline associated with business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility at any institute, college, or university.

(B) Student membership, hereinafter *student members*, in this Corporation shall be open to any person enrolled at any institute, college, or university as an undergraduate or graduate student who is actively engaged in studying or researching in any discipline associated with business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility.

(C) Any eligible person may become a member or student member of the Corporation by filing an application with the Treasurer and making payment of the annual dues for the current fiscal year or by completing full registration at the MBAA International annual conference indicating BSG as the primary registration.

(D) Membership, whether full or student, in the Corporation shall automatically terminate whenever the individual's dues are delinquent at the start of the annual meeting. Reinstatement may be secured in accordance with the provisions of section (C) above.

ARTICLE IV – DUES

(A) The initial annual dues for members of the Corporation shall be \$25.00 per calendar year. The initial annual dues for student members of the Corporation shall be \$15.00 per calendar year. The dues shall be payable at anytime before the annual business meeting. The Board of Directors, by majority vote, may set the annual dues at any appropriate amount beginning any year after 2007.

(B) Any member, in lieu of paying annual dues, may complete full registration for the that calendar year's MBAA International annual conference indicating BSG as the primary registration; provided the Corporation's annual meeting is held in conjunction with the MBAA International annual conference.

ARTICLE V – MEETINGS

(A) Unless otherwise determined by the Board of Directors as provided in paragraph (B) below, the annual meeting of the Corporation shall be held in conjunction with the MBAA International annual conference.

(B) The Board of Directors, by a two-thirds majority vote of those voting, may determine that the annual meeting will be held at a time or place different from the MBAA International annual conference. Should the Board make such a determination written or electronic notice of the time and place of the annual meeting must be given to the members at least sixty (60) days before the MBAA International annual conference or sixty (60) days before the Corporation's annual meeting, whichever is earlier. If the Board determines that the annual meeting should not be associated with the MBAA International annual conference, then the Board should also provide in Corporation with the annual meeting a suitable program in disciplines associated with business, society, government, regulatory processes, globalization, environment, consumerism, workplace issues, civil rights, corporate governance, ethics and social responsibility.

(C) In addition to the annual meeting, the president or a majority of the board members may call a special meeting on at least thirty days written or electronic notice to the members. When calling a special meeting, the notice shall include the date, time and place of the meeting and the agenda shall be included in the notice. No items of new business not on the agenda so distributed may be considered at a special meeting.

(D) For the purposes of conducting any business in a meeting of the Corporation, a quorum shall consist of a majority of the members or fifteen members, whichever is less. Only full members shall be entitled to vote at any annual or special meeting.

(E) Asynchronous or synchronous electronic, telephonic or video conference Corporation or board meetings may also be held. Any such asynchronous meeting shall provide the members/officers a minimum of five business days to respond and/or vote on matters so considered.

ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS

(A) The Corporation shall have a Board of Directors comprised of the officers.

(B) The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. The offices, other than President, may be combined with other offices.

(C) The terms of office for each officer shall be for one year. The term begins at the conclusion of the annual meeting in which the person was elected to office. If a vacancy occurs in the office of president or vice president, then the remaining person in those respective offices shall undertake the duties of both offices until the next annual meeting. If a vacancy occurs in the office of secretary or treasurer, then the remaining person in those respective offices shall undertake the duties of both offices until the next annual meeting. A person shall be limited to two consecutive terms in any particular office. However, this shall not bar a current officer from holding a different office or the current officer from holding the same office in the future after a successor has served in that office.

(D) The president shall annually appoint a program chair for the following year's Business/Society/Government Section program at the MBAA International annual conference. The program chair may, but does not have to be, an officer of the Corporation.

(E) The president shall appoint the editor for the journal associated with BSG, if the Corporation creates a journal. The journal editor may, but does not have to be, an officer of the Corporation.

(F) The president shall annually appoint a proceedings editor for the following year's proceedings associated with Business/Society/Government Section program at the MBAA International annual conference. The proceedings editor may, but does not have to be, an officer of the Corporation.

(G) The first officers and Board of Directors are: President – Dr. Jim Breyley; Vice-President – Dr. Steve Palmer; Secretary/Treasurer – Angela Law.

ARTICLE VII – DUTIES OF OFFICERS

(A) It shall be the duty of the President to preside at all business meetings of the Corporation. The President shall supervise the affairs of the Corporation, and shall promote its interests to the best of his/her abilities. The President shall have the authority, should there be a need therefore in his/her judgment between meetings of the Board of Directors or members, to make such decisions and expend such sums as are necessary for the furtherance of the Corporation out of the funds of the Corporation; provided any expenditure over \$500 must be approved by a majority of the Board members voting.

(B) It shall be the duty of the Vice-President to discharge the duties of the President in the latter's absence or inability to act, or in case of vacancy as provided herein. It shall also be the duty of the Vice-President to act as program chair or proceedings editor should the President fail to appoint a program chair or proceedings editor, or in case of the absence or inability of the program chair or proceedings editor to complete his/her duties or in case of vacancy in the position of program chair or proceedings editor.

(C) It shall be the duty of the Secretary to care for all correspondence of the Corporation and to keep and distribute minutes of all meetings, membership or Board of Directors.

(D) It shall be the duty of the Treasurer to collect and deposit with a suitable financial institution, in a Corporation account, all dues or other monies accruing to and received by the Corporation; to pay all expenses properly incurred by the Corporation; to keep a complete and correct record of all financial transactions; and to keep an up-to-date membership list.

(E) The officers, as Board of Directors, shall have the duty to set membership dues, set the annual meeting date, time and location and approve expenditures over \$500. Fifty percent of the membership of the Board shall constitute a quorum. The Board may meet in person, electronically (synchronously or asynchronously), by video conference or telephonically. Unless notice is waived by all members, there should be at least five business days notice given of a board meeting or a five-day response period for any voting.

ARTICLE VIII – OTHER COMMITTEES

The membership or the Board of Directors may create such standing and special committees, of such number and qualifications and having such power and duties as determined

by the creating authority. The membership of any such committee, unless otherwise provided, shall be determined by the President.

ARTICLE IX – VOTING

(A) Any motion, unless otherwise specified herein, shall require a majority vote of those voting.

(B) Robert’s Rules of Order, except when specifically provided otherwise herein, shall be used to govern the actions of this Corporation. Unless provided otherwise herein, any motion under Robert’s Rules requiring a vote different than a majority of those voting shall be subject to the provisions of Robert’s Rules.

(C) Any action taken by an officer individually or by the Board of Directors collectively may be overturned by a majority vote of all members of the Corporation.

(D) Voting may be accomplished in any manner provided by Robert’s Rules, mail, electronically, by video conference or telephonically (Board of Directors only).

ARTICLE X – PROHIBITIONS

(A) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual, except that reasonable compensation and reimbursement may be paid regarding services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer or director of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

(B) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary or educational organization that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations or to the federal government, or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed by the Nebraska District Court for Douglas County, exclusively for such purposes or to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – MBAA INTERNATIONAL

(A) The Corporation shall maintain its relationship with MBAA International until such time as MBAA International ceases, MBAA International no longer welcomes the Corporation, or by three-fourths majority vote of members voting, provided over half of the members participate in the vote, the Corporation terminates its ties with MBAA International.

(B) Should the Corporation qualify for a free room at the MBAA International annual conference, the free room will first be made available to the program chair for that year. Should the program chair decline the free room, then the room will be made available to the proceedings editor. Should the proceedings editor decline then the room will be made available to, in order, the President, Vice-President, Secretary and Treasurer.

ARTICLE XII – ADOPTION

These by-laws become effective upon approval by the initial Board of Directors as set forth in the Articles of Incorporation.

ARTICLE XIII – AMENDMENTS

Proposals for amending the Articles of Incorporation or these By-Laws may be submitted at any meeting of the Corporation or to the president. The vote for the proposed amendment must involve a majority of the members. If a majority of the members are present at a meeting, then the vote may take place at the meeting. Otherwise the proposed amendment must be submitted to the membership for a vote by mail or electronic vote, as determined by the President. For the amendment to pass, two-thirds of the members voting must vote affirmatively. The overall number of votes cast must represent at least half of the membership.

APPROVED this ____ day of April, 2007

Steven C. Palmer
Director – Initial Board of Directors