

BUSINESS LICENSING ASSOCIATION

PROPOSED REVISIONS TO BY-LAWS

ARTICLE I. NAME

Section 1. The name of this organization shall be the Utah Business Licensing Association, henceforth referred to as UBLA in these by-laws.

ARTICLE II. PURPOSE

Section 1. The organization of UBLA is formed for the actual benefit of all participating government entities. A priority of the organization, through the professional certification program, is to offer opportunities for education and involvement to encourage professionalism, innovation and cooperation among member entities.

ARTICLE III. GOALS

Section 1. To foster unified effort among government entities to integrate, disseminate and implement respective research and format for business licensing.

Section 2. To promote unified standards and systems that can be shared with all participants.

Section 3. To further cost and time effectiveness through cooperation, group discussions and training by related agencies and professionals.

Section 4. To present a unified voice as a cooperative organization to all business license applicants, respective government agencies, and legislative bodies, as needed.

ARTICLE IV. MEMBERSHIP

Section 1. The membership shall be comprised of a government department or agency of state or local level and qualified educational institutions that have interest in participating in the UBLA and in the actual benefits of sharing systems, ideas, business license applications and techniques.

Section 2. The membership year shall begin on October 1 of each year and remain in full effect until September 30 of the following year. Membership may be renewed by making appropriate annual membership due payments. Annual membership fees are due from an entity prior to the UBLA fall conference each year, which will qualify the entity for the member registration price.

Section 3. Membership shall not include vendors, consultants or any other non-licensing entity.

Section 4. Membership shall be on a governmental agency or department, not on an individual basis.

Section 5. Membership application procedures shall be as follows:

Application for membership shall be made on a form approved by the current UBLA Executive Board (Board). Requests for applications should be made to the current UBLA Secretary or Treasurer.

The UBLA Treasurer shall receive the applications for membership and due payments, shall provide a complete list of applicant entities and their licensing officials to the UBLA Secretary, and shall prepare the applications for Board review prior to the next conference.

ARTICLE IV - Continued

The UBLA Secretary shall prepare a Certificate of Membership for each entity, listing each of the licensing officials identified by the entity, in anticipation of Board approval of all applicants. Any certificates for entities/individuals not approved shall be destroyed or revised, according to the Board approvals and disapprovals.

The Board shall determine the eligibility of all agencies requesting membership based on the defined purpose and membership criteria for the UBLA.

The Board shall approve or disapprove membership at a meeting prior to the next UBLA conference. If the decision is to accept, the UBLA Secretary shall record the membership and shall provide a Certificate of Membership for the current membership year to the member entity, listing thereon each of the qualifying licensing officials identified on the entity's application.

Any individual excluded from the entity's Certificate of Membership shall be informed in writing by the Board of the reason for exclusion. Individual exclusion shall be for cause, based upon Section 8.a. of this Article, if the entity and other licensing officials of the entity remain qualified for membership.

Section 6. Member in good standing:

Any member entity whose official application has been approved by the Board and who has paid the annual fee set forth in ARTICLE V shall be designated a member of the UBLA in good standing.

Section 7. Suspension of membership for non-payment of annual fee:

Any member entity whose annual fee is ninety days past due shall be suspended and privileges of membership temporarily terminated.

Any member entity suspended for non-payment of the annual fee may be reinstated at any time prior to close of that membership year upon payment of the current year's fees.

Notification of non-payment may be issued by the current UBLA Secretary when the annual fee is more than ninety days past due. The notification should be on a form letter approved by the Board and addressed to the licensing official(s) of the entity, if known, or to the entity's governing official.

Section 8. Termination of Membership:

Membership in UBLA may be terminated for cause by the UBLA Executive Board. Sufficient cause for such termination shall be violation of these By-laws, code of ethics, agreements, rules or practices properly adopted by the organization. Termination shall be only by unanimous vote of the Board.

The membership of those entities who are under suspension for non-payment of the annual fee at the close of a membership year shall be terminated automatically. Reinstatement shall be by written application and membership due payment only.

Termination of membership shall be addressed specifically by the Board to the entity's governing official, with a copy to the licensing official(s) of that entity, if known, on a form letter approved by the Board.

Reinstatement of membership that was terminated for cause shall be by unanimous Board decision and shall be prompted by the subject entity's written request for reinstatement. All membership dues must be current for a request to be considered.

ARTICLE V. ANNUAL UBLA MEMBERSHIP FEE

Section 1. To cover the administrative costs of the organization and its functions, members shall pay an annual fee in the amount prescribed by the Board, subject to approval of the membership initially and prior to implementing an annual fee revision proposed by the Board.

Section 2. Purpose of Annual Fee:

To cover costs of collecting and disseminating information contributed and desired by members.

To cover expenses of the UBLA Executive Board and Project Committees carrying out the mandates to the membership.

To cover the costs of publishing and distributing the UBLA Newsletter and other correspondence as required in the conduct of the organization.

To cover the cost incurred by purchasing billing forms and postage for annual membership renewals and the issuance of Membership Certificates.

ARTICLE VI. OFFICERS

Section 1. The governing body of UBLA shall be an Executive Board comprised of:

President

Vice President (President Elect)

Secretary

Treasurer

Executive Director (immediate past President)

Section 2. The officers shall serve for a period of two years or until their duly qualified successors are appointed or elected, except for the Treasurer which may be appointed for a term up to 4 years.

Section 3. Any officer whose employment with a member agency is terminated for any reason shall be deemed as an automatic resignation of that officer and member of the Executive Board.

Section 4. In the event of a vacancy, the Executive Board shall assume the responsibility or appoint someone for the balance of the unexpired term.

Section 5. Election of Executive Board positions as specified in Article VI, Section 1 shall be conducted bi-annually (every two years) during the UBLA meetings and shall be conducted in accordance with Article XIII, Section 5.

Section 6. Minimum requirements for election or appointment to offices of the UBLA shall be:

- a. Each individual nominee shall be a member in good standing.
- b. Each individual nominee shall be directly and significantly involved with business licensing currently and for a period of at least two years immediately preceding the nomination.
- c. Each individual nominee shall inform the Nominating Committee of intent to accept nomination by submitting a Declaration of Candidacy in a format approved by the Board. This declaration inherently includes the commitment to fulfill the officer assignment in good faith.
- d. Verbal or written permission shall be given by the nominee's direct supervisor or governing official prior to the actual vote or appointment. This permission may be obtained by the Nominating

Committee or a member of the Executive Board.

ARTICLE VI - Continued

Section 7. Duties of Officers:

Responsibilities of the President shall be, but not limited to:
Schedule, organize and conduct meetings and conferences.
Act as spokesperson for the UBLA.
Appoint special committees as required.
Make Board and member assignments as needed.
Oversee the production and distribution of the UBLA newsletter.
Responsibilities of Vice-President shall be, but not limited to:
Assume the responsibility of the President whenever the President is absent.
Perform such functions as are assigned by the President.
Assist the President with conference facility and speaker arrangements.
Responsibilities of the Secretary shall be, but not limited to:
Prepare and send correspondence on behalf of the Executive Board.
Maintain and archive minutes and By-laws.
Maintain membership records/suspensions/terminations.
Prepare attendee and membership roster for conference packets.
Prepare agendas for meetings and conference packets.
Receive and distribute contributed materials.
Responsibilities of the Treasurer shall be, but not limited to:
Establish bank accounts.
Deposit cash receipts.
Disburse cash as authorized by the Executive Board. Any checks over \$100 to be disbursed shall be pre-authorized in writing by the President.
Receive applications for membership and due payments. Prepare those applications for Board review.
Receive conference registrations and fees.
Inform the Secretary of all registrants.
Prepare semi-annual financial statements for the Executive Board.
Functions of the Executive Director shall be, but not limited to:
Act as a member of the Executive Board.
Provide necessary data to the media in the area of Public Relations.
Encourage members to continue good public relations within the organization and to reinforce organization goals.
Perform Duties as assigned by the President.
Act as a resource for the Board and members of the UBLA.
Quorum: A quorum of at least three members of the Executive Board shall be required to conduct official UBLA meetings. In the event that there cannot be three members present, the President will appoint a temporary (proxy) board member to be present during the official UBLA meeting.

ARTICLE VII. FISCAL PROCEDURES

Section 1. Fiscal and membership year shall begin in October 1 each year and close on September 30 the following year.

Section 2. Funds: The Treasurer shall manage the funds on behalf of members of the UBLA within policies established by the Executive Board.

ARTICLE VII - Continued

Section 3. Bonding: The President, Treasurer or any other person entrusted with handling funds or property of the organization shall furnish, at the expense of the UBLA, a fidelity bond, if requested by the Executive Board, in such sum as the Board shall prescribe.

Section 4. Expense Reimbursement:

Board: The Board shall receive reimbursement for mileage and per diem related to necessary UBLA Board meetings.

Mileage Reimbursement: Mileage shall be reimbursed at the current IRS mileage rate.

Miscellaneous reimbursement: Board members, conference presenters, and UBLA members shall be reimbursed for the reasonable costs of providing conference presentations, materials and equipment for UBLA purposes.

Special consideration: The cost of registration shall be paid by the UBLA for Board members to attend one conference a year if the Board member otherwise would not be able to attend the conference.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees - Responsibilities under Board Direction

Publications Committee:

To encourage publication of a newsletter to maintain and promote interest in the organization among its members and prospective members.
To promote cost effectiveness and consistency in government by publishing effective methods and procedures for licensing.

Guest/Keynote Speaker Committee:

To recommend to the Board guest speakers for UBLA conferences who will offer information pertinent to UBLA members regarding State and Federal regulations affecting local licensing standards.

To recommend specialists in local licensing to present current examples of effective codes, processes and practices at the UBLA conferences.

To secure presenters upon Board approval of recommendations.

Membership Committee: To seek and encourage the membership of all eligible government entities which are in accord with the goals of the organization.

Audit Committee:

To conduct annual audit of the accounts and accounting records of the organization at the close of each fiscal year, and present those reports to the Board.

To conduct special audits of the UBLA accounts as may be requested by the Board.

Members of the Audit Committee shall not be a representative of any agency represented on the current, incoming or outgoing Executive Board.

Section 2. Standard Temporary Committees - Responsibilities under Board Direction

By-laws Committee:

To promote a viable membership through the By-laws and goals which maintain and ensure significance and responsiveness of the organization to the needs of members and prospective members.

To propose revision of the By-laws to the Board.

To assist the Board with the By-laws amendment/voting process.

ARTICLE VIII - Continued

Nominating Committee:

To recruit and recommend to the general membership those eligible and interested in being nominated for Board positions when the terms of office will expire for current officers.

To assist with providing and acquiring the Declarations of Candidacy from the nominees and acquiring the required permission from their respective managers.

Section 3. Ad Hoc Committees

Ad hoc committees shall be assigned by the Board as various needs may arise.

The duration and responsibilities of any ad hoc committee will be directly related to the need therefore.

ARTICLE IX. MEETINGS

Section 1. Regular meeting(s)/conference(s):

No less than one or more than two conferences shall be held each membership year.

A time and place for the next conference shall be decided by the Board and provided to the membership attending the current conference and in the newsletter approximately two months prior to the conference to be held.

Section 2. Executive Board Meetings

Board meetings shall be held prior to conferences at a time and place mutually agreed to by the Executive Board.

Board meetings shall be held between conferences, as needed.

There shall be no less than two and no more than six Board meetings per year.

Section 3. Nothing in these By-laws shall prevent the UBLA Executive Board from inviting interested persons or organizations, including vendors, consultants or service organizations who are not members, to participate as observers at meetings, participate in meeting sessions, or in other appropriate capacity as the Executive Board may deem fit.

ARTICLE X. SCHOLARSHIP PROGRAM

Section 1. Purpose: The purpose of the Scholarship Program is to increase the professionalism and expertise of Business Licensing Officials in Utah by awarding financial aid to qualified applicants who, without assistance, would be unable to attend UBLA conferences.

Section 2. Funding

Funding Basis: The UBLA shall provide scholarship funds to its members to participate in the UBLA conferences based on Board approval of member application for such, and as funding allows.

Funding Source: Scholarships shall be funded from the proceeds of the "Silent Auctions" held at UBLA conferences.

ARTICLE X - Continued

Section 3. Applicant Qualifications

The applicant's entity must be a UBLA member in good standing. The applicant must be a business licensing official for a member entity. The applicant must have requested his/her municipality to underwrite part of the expense of attending the UBLA conference in question. The applicant must have evidence in writing that the governing body or administration of the applicant's municipality has allocated partial funding and has given permission for the applicant to attend the UBLA conference for which funding is requested.

Section 4. Application Guidelines

Application must be in a format approved by the Board. Applications must be received by the Treasurer no later than three weeks before the conference.

ARTICLE XI. LIMITATION OF LIABILITIES

Section 1. Nothing herein shall constitute members as partners for any purpose. No member or officer shall be liable for the act or failure to act on the part of any other member or officer. Nor shall any member or officer be liable for his or her acts or failures to act under By-laws, excepting only acts or omissions to act arising out of willful misfeasance.

ARTICLE XII. PARLIMENTARY AUTHORITY

Section 1. All meetings of the duly constituted bodies of this organization shall be governed by the general rules of conduct duly accepted and approved by the general membership.

Section 2. Suspension of By-laws: The By-laws may be temporarily suspended by the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of members in good standing attending any regular or special meeting of the organization, provided the quorum is present.

Section 3. Interpretation of By-laws: The Executive Board shall be the authority for the interpretation of the By-laws.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

Section 1. Proposals

Amendments to these By-laws may be proposed by:

The By-laws Committee (Committee)

A request signed by ten or more members in good standing

The unanimous mandate of members in good standing in attendance at a regular or special meeting of the UBLA, provided the quorum is present. Amendments shall be proposed in writing and submitted to the Executive Board.

The Executive Board shall authorize the Committee to submit proposed amendments in writing to the entire membership at least 30 days prior to the date on which the votes are to be counted, except when a unanimous mandate is given according to Section 1, subsection a., of this Article.

ARTICLE XIII - Continued

Section 2. Voting

The balloting on a proposed amendment to these By-laws shall be conducted by mail and/or e-mail.

An affirmative vote of sixty-six and two thirds percent (66 2/3%) of the total membership, at any regular or special meeting, shall designate official adoption of an amendment to these By-laws, and cancels the procedure for balloting by mail or e-mail.

Section 3. Special Meeting(s): the President, with the approval of the Executive Board, may call special meetings from time to time to meet the specific requirements of special interests areas.

Section 4. Quorum: A quorum for the conduct of the business meeting shall consist of 20% of all members in good standing.

Section 5. Voting:

Unless otherwise provided in these By-laws, voting shall be based upon a simple majority of the votes cast by member entities. Only members in good standing shall be eligible to vote as provided herein.

No more than one vote per member agency shall be cast on each ballot. Secret balloting may be used at the discretion of the President or when requested by a member qualified to vote.

ARTICLE XIV. REGISTRATION FEE FOR UBLA CONFERENCE

Section 1. A registration fee shall be collected at UBLA conferences from each attendee.

The registration fee shall be set by the Board, based on the cost of providing the conference.

Registration fees shall be the responsibility of the member entities or attendees unless financial relief is requested and granted by the Executive Board.

All or part of the registration fee may be waived by unanimous approval of the Board.

Section 2. The UBLA Treasurer shall be responsible for collecting and distributing the fees and for submitting a financial report for audit.

Section 3. Conference costs, such as hotel, mileage and per diem expenses, shall be the responsibility of the member entities or attendees.

ARTICLE XV. DISSOLUTION

Section 1. The organization shall use its funds only to accomplish the purpose and goals specified in these By-laws. On dissolution of UBLA, any funds remaining shall be distributed in the following manner and sequence.

Outstanding accounts payables shall be paid in whatever sequence designated by the Executive Board.

Restricted funds (e.g. Federal Funds) shall be disseminated in accordance with procedures and restrictions accepted with the funds.

Remaining funds shall be used to pay expenses related to the dissolution

of the organization.

Any remaining funds shall be equally distributed among all members in good standing for the current membership year, up to an amount equal to the annual fee.

Any remaining funds shall be equally distributed among all members in good standing for the current membership year.

ARTICLE XV - Continued

Section 2. Tangible property: Any tangible properties of the organization shall be dispensed under the supervision of the Executive Board in whatever manner it deems equitable.

Section 3. Before distribution of funds and or tangible properties, the President shall cause the Audit Committee to conduct a special audit of the accounts and other assets of the organization.

Section 4. The Executive Board shall conduct the dissolution process.

Section 5. The Executive Board shall submit a report of the dissolution process and the distribution of funds and tangible properties to all members in good standing in the current and immediate past membership year, and to any other agency with legal interest in the funds and property disposed.

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