

BY-LAWS
Rev. 3, 3/12/13

BUFFALO NIAGARA MANUFACTURING ALLIANCE

Article 1 – Name & Location

Section 1

The name of this Alliance shall be the Buffalo Niagara Manufacturing Alliance herein referred to as the BNMA, established as a non-profit Alliance in the state of New York.

Section 2

The territory covered by this Alliance shall be all of the Greater Western New York area.

Article 2 – Definitions

Section 1

The term “Alliance” wherever used herein shall mean the non-profit Alliance specified in Section 1 of Article 1.

Article 3 – Purpose

To unify our industry while strengthening our members:

1. To promote manufacturing in WNY political or otherwise
2. Assist our members in growing their businesses
3. Provide networking opportunities & best practice sharing with other manufacturers.
4. Group benefits that they wouldn't have access to otherwise or helps them reduce costs

Article 4 – Membership

Section 1

REGULAR MEMBERS: Any proprietorship, partnership, corporation or other business entity located in the Western New York area and regularly engaged in the business of manufacturing, or a majority of their products / services are used in the manufacturing process, shall be eligible to become a Regular Member of the Alliance. These include manufacturing companies, machine tools suppliers, tooling suppliers, raw material suppliers, part service companies, (ht, sandblast, paint, inspect, chrome plate, etc.)

Section 2

ASSOCIATE MEMBERS: Any individual, firm, corporations or business entity regularly engaged in providing service to manufacturers, but not directly involved in manufacturing a product, such as but not limited to financial institutions, lawyers, insurance companies, staffing companies etc., is eligible to become an Associate Member of the Alliance.

Section 3

HONORARY MEMBERS: Any individual who by virtue of outstanding service or accomplishment has rendered valuable aid to the industry may at the discretion of the Board of Directors be made an Honorary Member and may attend meetings but may not vote or hold office.

Section 4

VOTING: Only Regular Members may vote and only one (1) vote may be cast by each member which shall designate the person who is authorized to cast the vote. Voting by proxy shall be permitted by any Regular Member who is unable to attend a meeting. The proxy shall be signed with the name of the member and shall be received by the Secretary of the Alliance prior to the meeting.

Section 5

MEMBERSHIP RATIO: The association will not have more than 20% of its members as associates.

Section 6

ELECTION OF NEW MEMBERS: Every application for membership must be submitted through the website. The name of the applicant shall be supplied to the Board of Directors and a majority vote of the Board of Directors shall be required for acceptance of the application.

Section 7

RESIGNATION: Any member at any time may give written notice to the Secretary of their intention to withdraw from membership. Such notice shall be presented to the Board of Directors at the next meeting, and if the resignation is accepted, it shall be effective upon fulfillment of all financial obligations to the Alliance to the date of notice of the withdrawal.

Section 8

SUSPENSION & EXPULSION: Any member of the Alliance may be suspended or expelled from membership at the determination of the Board of Directors providing a full inquiry and interview process is conducted and the affected member has been proven to be conducting business that is contrary or hurtful to the goals and objectives of the Alliance.

Section 9

REINSTATEMENT: Any former member of this Alliance may be reinstated through formal application and acceptance as in Section 6 above.

Article 5 – Dues & Assessments

Section 1

REGULAR & ASSOCIATE MEMBERS: The dues for each Member shall be set by the Board of Directors and shall be payable annually. If a change in dues becomes desirable or it appears necessary to levy an assessment on members, the Board of Directors shall approve such a change by a two-thirds vote of the entire Board.

Section 2

HONORARY MEMBERS: There shall be no dues for Honorary Members.

Section 4

FISCAL YEAR: The fiscal year of the Alliance shall be from January 1, to December 31.

Section 5

FAILURE TO PAY DUES: Any member who fails to pay its dues, subscriptions or assessments within 30 days of being due, shall be requested by the Secretary to make payment and if it is not made within the next succeeding 60 days, the member shall be reported to the Board of Directors as being in arrears. If ordered by a two-thirds vote of the Directors, without hearings, they will be dropped from the roles and thereupon forfeit ad rights and privileges of membership.

Section 6

COLLECTION OF DUES: All dues shall be collected by the Buffalo Niagara Manufacturing Alliance office for Regular and Associate Members.

Article 6 – Meetings

Section 1

REGULAR MEETINGS: There shall be regular monthly meetings of the membership. Notice of the date, time, place, and agenda shall be mailed / emailed to each Member in good standing at least five (5) business days in advance of each meeting. Additionally, notice of the time, place and agenda shall be posted on the home page of the Alliance’s website. In the event of a holiday or for other imperative reasons, the Board shall set an alternative date or may cancel a meeting. There are no meetings or events in the months of January, July, & August.

Section 2

ANNUAL MEETINGS: There shall be an Annual Meeting of the Alliance for; the introduction of Directors, the receiving of Annual reports, and the overview of the years’ strategic plan. This meeting shall be held in February.

Section 3

EXECUTIVE BOARD MEETINGS: There shall be a meeting of the Board of Directors, providing that a minimum of 2 seating Board Members request such a meeting, for the discussion of open items. The Secretary will provide each Board Member with the date, time and location of the meeting.

Section 4

SPECIAL MEETINGS: Special Meetings may be called by the President or shall be called upon written request of one-third (1/3rd) of the Regular Members. Each Member shall be notified by the Secretary of the date, time and location of the Special Meeting at least three (3) business days in advance of the meeting.

Section 5

QUORUM: Twenty percent (20%) of the Regular Members, but not less than five (5) members shall constitute a Quorum at any meeting and should there be less, the presiding officer may adjourn the meeting from time to time until a Quorum is present.

Section 6

ATTENDANCE:

Only accredited representatives of Regular Members, Associate Members and Honorary Members, approved by the Board of Directors, shall be eligible to attend meetings of the Association. The Board may, on occasion, suspend this rule and permit other employees of Regular Members or non-members to attend as the nature of the meeting or program may warrant.

Article 7 – Order of Business

Section 1

The Order of Business for monthly meetings shall be as follows:

- Call to order by the President or nearest Officer in attendance
- Conduct a Quorum check
- Review the current Treasury Report
- Unfinished business including
 - o Reports of officers
 - o Reports of committees
- New business
- Program (if any)
- Adjournment

Section 2

The Order of Business for a Special Meeting shall be as follows:

- Call to order by the President or nearest Officer in attendance
- Conduct a Quorum check
- Transaction of business of notice
- Adjournment

Section 3

The Order of Business may be altered or suspended at any meeting by a majority vote of the Regular Members present.

Article 8 – Board of Directors & Officers

Section 1

ELIGIBILITY REQUIREMENTS: To be eligible for service as a board member, with the exception of the associate representative, a person must be a Regular Member and be in good standing.

Section 2

BOARD OF DIRECTORS: The Board of Directors shall be comprised of 10 members as follows:

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- President
 - Vice President
 - Secretary
 - Treasurer
 - The immediate Past President
 - Associate representative
 - 3 additional board members
 - President Emeritus

Each member will have one vote with 9 counting.

Nominations for Directors shall be made by a duly appointed Nomination Committee. Additional nominations may be made from the floor by a Regular Member. For election, a two-thirds (2/3rd) favorable vote of the Board of Directors shall be required at the November board meeting

Section 3

OFFICERS: The elected officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. The elected officers shall be elected by the Board of Directors from amongst the members of the Board at a meeting of the Board in October or November each year. In order to provide continuity of service, before a member is elected President he must be on the board for a minimum of 3 years and as an officer for at least one year. The term of the President will be a minimum of 2 years and serving no more than 4 years.

New officers will be installed at the regular membership meeting in February each year and take office on January 1. Officers may be re-elected to their present office as long as they are members of the Board, and officers may continue to serve on the Board notwithstanding other term limitations for Board members, as described in above.

Section 4

Vacancies on the Board of Directors or in any office may be filled by majority vote of the Board members present at a meeting. A Director appointed to fill a vacancy shall serve the remaining term of the Director whose position he is filling.

Article 9 – Responsibilities & Duties of Directors and Officers

Section 1

BOARD OF DIRECTORS: The management, affairs and business of the Alliance shall be vested in the Board of Directors.

Section 2

EXECUTIVE BOARD MEETINGS: Other regular meetings of the Board of Directors shall be held periodically (as called in Article 6, Section 3), on not less than ten (10) business days notice. The President may, when he deems necessary, issue a call for a Special Meeting of the Board and only five (5) business days notice shall be required for such a Special Meeting.

Section 3

QUORUM: A majority of the Board shall constitute a Quorum. In the absence of the President, the Vice President shall preside. In the absence of both, the remaining Board Members may choose a chairman for the meeting.

Section 4

ABSENSES FROM MEETING: Any member of the Board of Directors absent from a meeting shall communicate with the President or Secretary stating the reason for their absence. In the event there are three (3) consecutive absences on the part of any member, the Board of Directors may, at their discretion, declare the position to be vacant.

Section 5

PRESIDENT: The President shall preside at all meetings of the Alliance and the Board of Directors and shall be a member ex-officio with the right to vote on all committees except the Nominating Committee. With the approval of the Board of Directors, he/she shall appoint all the committees required to carry on the program of the Alliance. He/she shall also communicate to the Membership or the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Alliance and shall perform such other duties as necessary to the office of President or as may be prescribed by the Board of Directors.

Section 6

VICE PRESIDENT: The Vice President shall perform the duties of the President & Treasurer during times of absence inability or vacancy. The Vice President will be responsible for verifying the general ledger & all financial statements done by the treasurer on a monthly basis.

Section 7

SECRETARY: The Secretary, or delegate, shall keep the minutes of all meetings and the Board of Directors. He/she shall perform such other duties as requested by the President or the Board of

Directors. The secretary will be responsible for setting up the board meetings and keeping the website updated with news and current events of the association.

Section 8

TREASURER: The Treasurer shall keep an accurate account of all monies received and expended for the use of the Alliance and shall make all disbursements authorized by the Board of Directors. He/she shall deposit all sums received in the bank approved by Alliance and Board of Directors and shall make a monthly report for the Member's reference at each monthly meeting membership and board meeting. Funds may be drawn only upon the signature of the Treasurer and/or such Officers as may be designated by the Board of Directors. The accounting reports shall be made available and subject to verification and oversight by the Vice President at each board meeting, or at any board members request. . At the expiration or resignation of his/her term, the Treasurer shall deliver to their successor all books, reports and accounting information as it relates to the Alliance.

Section 9

EXECUTIVE SECRETARY: The Board of Directors are empowered to appoint an experienced and qualified individual as Executive secretary.. He/she shall be responsible to the Board of Directors for the duties described at Exhibit A hereto and for carrying out such additional duties as the Board may prescribe from time to time. The Executive Director shall sit ex officio on the Board and as a member of all committees.

Section 10

COMMITTEE CHAIRS – Responsible for planning and scheduling meetings for the committee including but not limited to date, time and place of committee meetings and work on the agenda of the meeting with appropriate staff members from the committee. Committee chair will serve as a go-between for the committee and the Board of Directors and will be responsible for create reports based on the subjects covered at the meeting. These reports can tell the Board of Directors or any person in a higher position what happened at the meeting, including who attended and who was absent. The reports can include a summary discussions, decisions that were reached and deadlines for the implementations of new ideas or projects. The committee chairman distributes the reports to the committee members and others who require the information.

Section 11

PRESIDENT EMERITUS: An individual who has served as President, and then immediate past President, shall be the President Emeritus by the Board of Directors until the proceeding President takes his/her place. A President Emeritus shall be entitled to notice of all meetings of the Board of Directors and to receive minutes of such meetings. A President Emeritus shall be entitled to participate in all meetings of the Board of Directors. He / she will be allowed to vote so their voice is heard, but the vote will not be counted. A President Emeritus may also, upon invitation of the President, participate without vote in

any or all of the meetings of any committee of the Corporation. The President Emeritus shall swear in the new board of directors at the February meeting.

Section 12

DUTIES OF OFFICERS MAY BE DELEGATED: In case of the absence of any Officer of the Alliance, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate, for the time being, the powers or duties of any Officer to any other Officer, or to any Trustees.

Section 13

COMPENSATION: The Board of Directors of the Alliance, with the exception of the Executive Secretary, shall not receive any compensation for their services, but they may be reimbursed for any reasonable expenses incurred on behalf of the corporation.

Section 14

The nominations presented by the nominating committee for the incoming shall be voted on by the current board in a silent vote. This will be followed by a silent vote to remove any of the current officers of the board with a 2/3 majority vote.

Article 10 – Committees

Section 1

NOMINATING COMMITTEE: By the end of June, the President shall appoint a Nomination Committee of three past Presidents, none of whom shall be a member of the Board. Their duty shall be to nominate candidates for the Board of Directors to be elected at the November board meeting. Voting is to be done by secret ballot. Directors elected at the annual meeting will be installed at the first meeting of the year to be held in February. At this time any new Officers and Directors will be introduced.

Additional candidates may be nominated by petition signed by at least twenty-five regular members provided such petitions are received by the Board at least 20 days prior to the annual meeting.

Section 2

The Board may designate such committees as it deems necessary to carry out the objectives of the chapter. The chairman and members of any and all committees shall be designated by the President. Committees may have such authority and responsibility as designated by the Board, providing that such authority shall not exceed that allowed pursuant to the New York Not-for-Profit Corporation Law, as amended from time to time.

Article 11 – Amendments

On the recommendation of the Board of Directors, these By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3rd) affirmative vote of the Regular Members represented at any scheduled meeting providing that a written notice of the proposed changes shall have been sent to the entire Regular Membership at least ten (10) business days prior to the date of the meeting.

Article 12 – Dissolution

Section 1

Dissolution of the Alliance shall be made effective by a three-fourths (3/4th) affirmative vote of all Regular Members who shall vote therefore at a Special Meeting held for that purpose on written notice stating the date, time and location. Such notices shall be mailed to each Regular Member no less than ten (10) and no more than thirty (30) calendar days before the meeting.

Section 2

Upon dissolution, the assets of the Alliance shall be liquidated as promptly as practicable by the Board of Directors. After all existing liabilities and obligations, including the expense of dissolution, have been met; any remaining assets shall be distributed evenly to all Regular Members in good standing.

Exhibit A

EXECUTIVE SECRETARY

RESPONSIBILITIES:

The Executive Secretary reports directly to the President of the Board. He/she executes the directives and policies approved by the Buffalo Niagara Manufacturing Alliance, but does not at any time make policy. He/she maintains a continuing relation with all officers, committee chairman, committee members, and other regular members and assists them as directed.

AREAS OF ACTIVITY

A. MEMBERSHIP:

1. Coordinates all promotional activities with Membership Chairman and his/ her committee members.
2. Maintains complete, up-to-date list of members and prospective members.
3. Maintains complete status reports on all prospective member contacts.

B. MEETINGS (MEMBERSHIP AND BOARD)

1. Makes all reservations and handles physical arrangements, i.e., meeting room, seating arrangements, meals, etc.
2. Under the guidance of the President, prepares agenda for general membership meetings and Board of Directors' meetings and insures their distribution.
3. Attends all meetings and maintains a record of all business transacted, prepares final minutes for approval by the appropriate officers and/or chairman and distributes minutes.
4. Under the guidance of the President or appropriate committee chairman, will be responsible for preparation of any special surveys, Newsletters, or special bulletins.

C. RECORDKEEPING:

1. Maintains complete status reports on dues collections.
2. Responsible for all billing, collections and subsequent recordkeeping with regard to any local associate members.
3. Maintains complete financial records and assists the Treasurer in preparing income and expense reports and balance sheets, budgets, etc., as required by local policy usually on a semi-annual basis.