

**BYLAWS OF
MARKETING RESEARCH ASSOCIATION
NorthWest CHAPTER, INC.
As reviewed and amended by the Board of Directors June 2003
Revised by the Board of Directors on October 2007**

**ARTICLE 1
NAME**

The name of the Corporation shall be Marketing Research Association, NorthWest Chapter, Inc.

**ARTICLE II
OFFICES**

The principal office of the Corporation for the transaction of business is located in the City and County of Sacramento, California.

The Board of Directors of the Corporation is hereby granted full power and authority to change the principle office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE III
OBJECTIVE AND PURPOSES**

The objective and purposes of this Corporation are to promote and encourage understanding and appreciation by the general public of the aims and methods of marketing research and data collection: to acquire, collect, exchange and disseminate information concerning marketing research and data collection in the NorthWest areas; to encourage and furnish at meetings and seminars opportunities for learning basic and advanced techniques in promoting marketing and opinion research.; to cooperate with educational institutions in the NorthWest areas in promoting preparatory courses for careers in marketing research and data collection.

**ARTICLE IV
MEMBERSHIP**

Section 1 Classification:
Classification of membership shall be consistent with National Marketing Research Association's Bylaws.

ARTICLE V
FEES, DUES AND ASSESSMENTS

Section 1

Dues and Assessments shall be consistent with the National Marketing Research Association's Bylaws.

Section 2 Payment

Dues and Assessments shall be consistent with the National Marketing Research Association's Bylaws.

Section 3 Membership Roster

The Corporation shall keep, in written format or in a computer database, a copy of the membership roster containing pertinent member information that will be maintained by the National Association. - A copy of such roster shall be kept at the principle office of the corporation and shall be subject to the rights and inspection required by law as set forth in Section 4 of Article V of these Bylaws.

Section 4

Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of Corporations Code and the power of the Court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 4 c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may be either or both of the following:

- (1) Inspect and copy the record of all the members' names, addresses, phone and fax numbers, and voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
 - (2) Obtain form the Secretary of Corporation, on written demand and tender of a reasonable charge, a list of the current membership roster, as of the most recent record date for which it has been compiled or as of the date of the demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.
- a) The rights if inspection set forth in Section 4 of Article V of these by Bylaws may be exercised by any member, for a purpose reasonably related to such person's interest as a member.

- b) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 4 (a) of Article V of these Bylaws, deliver to the person or persons making demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copying of the membership roster. An alternative method which reasonably and in a timely way accomplishes the proper purpose set forth in the demand made pursuant to Section 4 (1) of Article V of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 4 (a) of Article of the these Bylaws.

Section 5 Membership Certificates

The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualified to use the facilities or services of the Corporation.

Section 6 Liabilities

A member of the Corporation shall not, solely because of such membership in the MRA and/or Chapter, be personally liable for the debts, obligations or liabilities of the Corporation.

Section 7 Non-transferable

Neither the membership in the Corporation nor rights in the membership may be transferred for value or otherwise.

ARTICLE VI
MEMBERSHIP MEETINGS

Section 1 Regular Meetings

A minimum of two (2) regular educational seminars/meetings of the corporation shall be held during each Board year. The NorthWest Chapter year is July 1 to June 30 of the following year.

Section 2 Special Meetings

Special meetings shall be held upon the call of the Board of Directors, or upon the written request of at least one-fourth (1/4) of the members entitled to vote.

Section 3 Annual Meeting

The annual meeting of the Corporation membership, for the transaction of such business as may properly come before it, shall be held each year, at such time and place as shall be fixed by the Board of Directors; provided, however that at least six (6) months' time must elapse between annual meetings. Notice of the annual meeting shall be given of the date, time and place of the meeting no less than ten (10) days and no more than fifty (50) days prior to the annual meeting of the membership.

Section 4 Notice of Meetings

Notice of all meetings shall be given by the Secretary by using any of the following means of communication, serving personally by phone, mail, fax or electronic mail.

- a) In the case of regular and annual meetings, not less than ten (10) days and not more than fifty (50) days prior to such meeting, to each member entitled to vote at the meeting;
- b) In the case of special meetings, not less than ten (10) days prior to such meeting, to each member entitled to vote at the meeting. The notice of a special meeting shall state the business to be transacted at the meeting.

Section 5 Quorum

Ten percent (10%) of the members in good standing of the Corporation entitled to vote shall constitute a quorum at any meeting of the Corporation. A majority of the members in good standing present in person or by Proxy at any meeting at which a quorum is present shall be sufficient to act.

Section 6 Proxy Vote

Every individual and company member entitled to vote may authorize another voting member to act for her/him by revocable proxy for a given member meeting, subject to such notice limitations as the Board of Directors may establish. The proxy must be signed by the member and shall be dated no more than thirty (30) days prior to the meeting. No proxy shall be valid following the date of the given meeting, or continuations thereof.

Section 7 Mail Voting

The Board of Directors may, at its discretion, invite the members of the Corporation to vote by mail on any matter which can properly be acted upon at a membership meeting. A written response from ten percent (10%) or more of the members entitled to vote as counted in the most recent membership roster shall constitute a quorum for a valid decision.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1 Composition

The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Vice-President, the Secretary, the Treasurer, and at least two (2) but no more than six (6) Directors at Large.

Section 2 Qualification for Director at Large

A member in good standing for more than one (1) year shall be eligible for election as Director at Large.

Section 3 Term of Office

All elected officers, President, President-Elect, Vice-President, Secretary and Treasurer, and Director at Large, shall hold office for one (1) year, or until their successors are elected. The Immediate Past President shall serve with full voting rights as a Director Ex Officio for the year following his/her term of office as President.

Section 4 Duties

Subject to the provisions of the California Non-Profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by the direction of the Board of Directors.

Section 5 Board Meetings

The Board of Directors of the Corporation shall meet at such times as it may determine, but not less than four (4) times each year, with at least one meeting in each quarter of the year.

Section 6 Special Meetings

Special meetings of the Board may be called by the President, or any other two Board members. Notice of the special meetings of the Board of Directors shall be in writing, served by the Secretary, personally, by fax, by electronic mail or by US Mail, to each Board member no less than seven (7) days prior to the meeting date. The notice shall contain a statement of the business to be transacted.

Section 7 Quorum

Two-thirds (2/3) of the Board shall constitute a quorum, and a majority vote of the Directors present shall be necessary to transact business.

Section 8 Chairmanship

In the event of the absence of both the President and the President-Elect at any meeting, a majority of the quorum present shall choose among themselves a temporary Chairman for that meeting.

Section 9 Voting

Each member of the Board shall have one vote. In the event of a tie, the President or the individual serving as Chairman shall have an additional vote.

Section 10 Removal

A Director of the Board may be removed for good cause by a two-thirds (2/3) vote of the Board members present at a Board Meeting or Special Meeting. A Director whose removal is being considered at a meeting may not be Chairman of the Board for that meeting.

ARTICLE VIII OFFICERS

Section 1 Elected Officers

The officers of the Corporation shall be President, President-Elect, Vice President, Secretary and Treasurer.

Section 2 Qualifications

A member in good standing for more than one (1) year shall be eligible for any office.

Section 3 Term of Office

Officers shall hold office for one (1) year or until their successors are elected.

Section 4 Limitations

No person shall serve as Director at Large for more than two (2) consecutive terms. No person, with the exception of the Treasurer, shall hold office for more than 2 consecutive terms. No person shall be an officer and a Director at Large at the same time.

Section 5 Duties

The duties of the Officers of the Corporation shall be those performed ordinarily and customarily by persons holding such offices, including, but not limited to, the following:

A) The President

The President shall serve as Chairperson and preside at all membership meetings of the Association, Executive Committee meetings or meeting of the Board of Directors. The President shall, subject to the approval of the Board of Directors and in accordance with the Bylaws of the Corporation, administer the affairs of the Corporation and perform all duties incidental to the office and those assigned by the Board of Directors. The President shall assign duties and responsibilities to the officers and directors and appoint such standing and special committees as may be required by the Bylaws or as the President may find necessary.

B) President-Elect

The duties of the President-Elect shall be those which the President or the Board of Directors shall assign. The President-Elect shall assume the duties of the President in case of the President's resignation, absence or inability to act. The President-Elect shall succeed to the office of the Presidency upon the expiration of the President's term of office.

C) Vice-President

The Vice-President shall assist the President in performance of Corporation activities as assigned by the President or Board of Directors.

D) Secretary

The Secretary shall direct the maintenance of the records and proceedings of the Corporation, including notices to the members. The Secretary shall perform such other duties which the President or Board of Directors may assign. Such duties of the Secretary as the Board of Directors may specify may be delegated to the Executive Director, if any.

E) Treasurer

The Treasurer shall direct the maintenance of the Corporation's funds and financial records. The Treasurer shall establish proper accounting procedures for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee of Board of Directors and shall report on the financial condition of the Corporation at all meetings of the Board of Directors, the annual membership meeting, and at other times when called upon the President. At the end of each fiscal year, or at such other times as the Board of Directors may instruct, the Treasurer shall arrange for an independent audit of the financial records of the Corporation. At the expiration of the term of office, the Treasurer shall deliver to his/her successor, or, in the absence of a successor, deliver said properties to the President. Such duties of Treasurer, as may be specified by the Board of Directors, may be delegated to the Executive Director, if any.

F) Immediate Past President

The Immediate Past President shall assume responsibilities and activities as designated by the President of the Board of Directors and shall become a member of the Past Presidents' Council of the Corporation.

G) Directors at Large

The Directors at Large in the Board of Directors shall be charged with the responsibilities to fairly represent the interests of the membership, to encourage participation in programs established by the Board of Directors and, in general, to serve as liaisons in maintaining a healthy communication between their membership representation and the National organization. These Directors at Large shall also study the special needs and problems of the areas they represent, advise the Officers and Directors thereof, and make such recommendations as may be necessary. The Directors at Large shall also perform such other responsibilities as the President or Board of Directors may delegate.

Section 6 Removal

Any Officer may be removed for good cause at any Board of Directors Meeting or Special by two-thirds (2/3) vote of the members of the Board of Directors.

Section 7 Vacancies

Vacancies in any office or on the Board Directors shall be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors at its next regular meeting or at a special meeting called for that purpose.

Section 8 Conflict of Interest

Board members have a duty to place the interest of the Chapter foremost in their dealings with the Chapter and with any interactions or transactions between the Chapter and any other company or organization.

Board members may not obtain for themselves, their relatives, or their friends, a material interest of any kind from their involvement with the organization.

If a board member has an interest in a proposed transaction between the Chapter and another company or organization in the form of personal financial interest or professional advancement by means of the transaction, or holds a position as trustee, director, officer in, or consultant to the organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction when acting as an agent of the Association.

Any board member who is aware of a potential conflict of interest with respect to any matter coming before the board shall not participate in discussion of, or vote in connection with, the matter.

**ARTICLE IX
NOMINATIONS AND ELECTIONS**

Section 1 Nominating Committee

At its first meeting following the annual membership meeting, the President-Elect shall appoint, subject to approval by the Board, a Nominating Committee for the purpose of recommending a slate of candidates for election to the Board of Directors in accordance with such objectives and procedures as the Board may establish. The President-Elect shall serve as the Chairman. The current President, if not eligible for nomination, and the Immediate Past President will serve with the President-Elect and two other members in good standing. No member of the Nominating Committee other than the President-Elect, Immediate Past President, and current President, shall be a candidate for office or for membership on the Board of Directors.

Section 2 Schedule of Elections

Not later than May 15th, the Chairman of the Nominating Committee shall send to all Corporation members in good standing a ballot containing the names of all nominees, and specify a date not less than fifteen (15) days from the date of mailing by which the ballot must be returned to the impartial auditor for the election, who has been appointed by the President. The results will be announced at the June meeting.

ARTICLE X **COMMITTEES**

Section 1 Standing Committees

The Standing Committees of this Corporation shall be:

- a) The Nominating Committee, as detailed in Article IX of these Bylaws.
- b) The Membership Committee of two (2) members who shall be appointed by the President and will be responsible for soliciting new members and processing their applications.

Section 2 Ad Hoc Committees

All other committees as deemed necessary shall be established and appointed by the President or Board of Directors.

ARTICLE XI **FINANCIAL MATTERS**

Section 1 Bonding

Any persons entrusted with the handling of funds or property of the Corporation shall, at the discretion of the Board of Directors, furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

Section 2 Fiscal Year

The financial year of the NorthWest Chapter, Inc. of the MRA shall begin on July 1 and end June 30 of each. The Chapter year for elections and terms of office and other related matters shall be July 1 through June 30 of each year.

Section 3 Expenditures

No obligations shall be incurred and no disbursements of funds in excess of Two Hundred Fifty Dollars (\$250.00) shall be made unless first authorized by the approved Annual Budget of the Corporation or authorized by a vote of the Board of Directors. All disbursements shall be initiated by the Treasurer and/or Executive Director and/or other authorized signatories appointed by the Board of Directors.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, by a two-thirds (2/3) vote of the members in good standing present in person or by proxy at any annual meeting of the Corporation, provided notice of any amendment accompanies the notice of the meeting.

CERTIFICATE OF SECRETARY
OF
MARKETING RESEARCH ASSOCIATION
NORTHWEST CHAPTER, INC.
A California Non-Profit Corporation

I, _____, hereby certify that I am duly elected and acting Secretary of said Corporation, and that the foregoing Bylaws, comprising ten (10) pages, constitute the Bylaws of said Corporation as duly adopted by written ballot by unanimous vote of the Board of Directors on_____. All ballots are in possession of the Secretary.

Dated:_____