

**MARKETING RESEARCH ASSOCIATION**  
**NEW YORK/NORTHEAST CHAPTER, INC.**

**BYLAWS**

**ARTICLE I - NAME**

**Section 1. Name.** The name of this organization shall be the Marketing Research Association, New York/Northeast Chapter, Inc., (hereinafter “the Chapter”), a not-for-profit corporation incorporated under the laws of the State of New York. For publicity/advertising purposes only, the chapter may be referred to as “The Greater New York (GNY) Chapter”.

**Section 2. Offices.** The Chapter shall maintain an office within the State of New York and at such other places within or without the State of New York, as the Board of Directors may determine from time to time.

**ARTICLE II - PURPOSES**

**Section 1. Purpose.** The purpose of the New York Chapter shall be the same as those of the Marketing Research Association, Inc. (hereafter “MRA”), and as stated in the Articles of Incorporation of the Chapter. As used in these bylaws, “marketing research” includes opinion and survey research.

## **ARTICLE III - MEMBERS**

### **Section 1. Classification.**

Classification of membership shall be consistent with the National Bylaws.

### **Section 2. Admission.**

A person or company may become a member by:

- submitting an application on a form prescribed by the Association and by
- meeting all other qualifications set forth by the National Bylaws.

### **Section 3. Dues and Assessments.**

Dues and Assessments shall be consistent with the National Bylaws.

**Section 4. Suspension or Expulsion.** Suspension and Expulsion shall be consistent with National Bylaws.

**Section 5. Resignation.** A member may withdraw from the Chapter by sending written notice of the resignation to the President which shall be effective upon receipt after fulfilling all obligations to the Chapter.

**Section 6. Chapter Units.** The Board of Directors may establish administrative and geographic classifications from time to time as the Board of Directors determines necessary in furthering the purposes of the Chapter.

## **ARTICLE IV - VOTING**

**Section 1. Voting.** Individual (and Company) members in good standing are entitled to vote on matters presented for a vote of the membership. A majority vote of the members in good standing entitled to vote present in person or proxy shall be sufficient to act.

**Section 2. Ballot and Vote.** Shall be consistent with National Bylaws and the incorporation laws of the state that the Chapter is incorporated in.

**Section 3. Proxy Voting.** Proxy voting is permitted, subject to such uniform procedures and rules as the Board of Directors may establish.

## **ARTICLE V - MEETINGS**

**Section 1. Annual Meeting.** The Board of Directors shall determine the date and location of the Annual Meeting of the Membership, within or without the State of New York. The members shall be given written notice of the Annual Meeting not less than thirty days in advance.

**Section 2. Special Meetings.** Special meetings of the membership, or classes thereof, may be called by the President, or by a majority of the Board of Directors, or by fifteen (15) percent of members in good standing entitled to vote. The members shall be given written notice of a special meeting not less than fourteen days in advance. The notice of a special meeting shall state the business to be transacted at the meeting.

**Section 3. Quorum.** Fifteen (15) percent of members in good standing entitled to vote shall constitute a quorum at any meeting of the Chapter.

## ARTICLE VI - BOARD OF DIRECTORS

**Section 1. Composition.** The Board of Directors shall consist of the officers and ~~4~~ **no more than 5** Directors at Large.

**Change/Addition: Increase Directors at Large from 4 to no more than 5.**

**Rationale: The addition of a Treasurer-Elect (Director at Large) position to the Board composition requires us to note the increase from 4 to no more than 5 Directors at Large in our bylaws. The Treasurer-Elect position will be filled the year prior to when the current Treasurer's term ends, which means that there will be some Board terms where no Treasurer-Elect will be required.**

**Section 2. Powers.** The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, shall determine its policies or changes within the limits of these bylaws, shall actively prosecute the Chapter's purposes, and shall have discretion in the disbursement of its funds. The Board of Directors shall adopt such rules and procedures for the conduct of its business and the business of the Chapter as the Board deems advisable, and may appoint such agents as it considers necessary.

### **Section 3. Qualifications.**

- a. Any voting member of the Chapter in good standing for at least one year shall be eligible for election as a Director. The board reserves the right, under special circumstances, to make eligible members with less than one year in good standing.
- b. A member shall not be a candidate for the Board of Directors or for office if his/her election would result in two (2) or more representatives of the same company serving as Directors or Officers at the same time.

**Section 4. Duties of the Directors at Large.** The Directors at Large shall be charged with the responsibilities to fairly represent the interests of the Chapter membership, to encourage participation in the programs established by the Board of Directors, undertake strategic and long-term planning for the Chapter on an ongoing basis and, in general, to serve as a liaison in maintaining a healthy communication between its membership representation and the Board of Directors. The Directors at Large shall also perform such other responsibilities, including but not limited to serving as liaisons to the Committees, as the President or Board of Directors may delegate.

**Change/Addition: Add Section 4.**

**Rationale: This section is meant to clarify the duties of the Directors at Large. This section has been based on Article VII Section III (Roles of Officers and Directors) of the National Bylaws.**

**Section 5. Duties of the Treasurer-Elect.** The duties of the Treasurer-Elect shall be those which the Treasurer, President or the Board of Directors shall assign. The Treasurer-Elect shall assume the duties of the Treasurer in case of the Treasurer's resignation, absence, or inability to act. The Treasurer-Elect shall succeed to the office of the Treasurer upon the expiration of the Treasurer's term of office.

**Change/Addition: Add Section 5.**

**Rationale: This section is meant to clarify the duties of the Treasurer-Elect. This section has been based on Article VII Section 5 (Duties of the President-Elect) of the current GNY Chapter Bylaws.**

**Section 6. Term of Office.** Directors at Large shall hold office for two years or until their successors are elected, **with the exception of the Treasurer-Elect who shall hold office for one year. and their** ~~The~~ term of office **for the Directors at Large and the Treasurer-Elect** shall begin at their time of installation.

**Change/Addition:**

- 1) Addition of additional text related to the Treasurer-Elect position's term of office.**
- 2) Change to Section 6 from Section 4.**

**Rationale:**

- 1) The Treasurer-Elect will be a one year position, similar to the President-Elect. At the end of that year, the Treasurer-Elect will succeed to the office of the Treasurer upon the expiration of the Treasurer's term of office.**
- 2) Due to addition of new Sections 4 and 5.**

**Section 7. Meetings.**

- a. The Board of Directors of the Chapter shall meet at such times as it may determine, but not less than four times each year.
- b. Special Meetings of the Board of Directors may be called by the President or not less than three directors upon notice to members of the Board at least seven (7) days before the meeting date.
- c. A majority of the Board membership shall constitute a quorum. In the absence of the President and the President-Elect, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a day not more than ten (10) days later.
- d. Each member of the Board shall have one vote and in case of a tie vote, the President or person presiding shall have an additional vote.
- e. The Board of Directors may meet by telephone conference so long as each Director may hear the other Directors participating in the conference call.

f. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

**Change/Addition: Change to Section 7 from Section 5.**

**Rationale: Due to addition of new Sections 4 and 5.**

**Section 8. Vacancies.** Whenever any vacancy occurs in the Board of Directors, it shall be filled by a majority vote of the remaining members of the Board. The person so elected shall hold office until a successor is elected at the next election.

**Change/Addition: Change to Section 8 from Section 6.**

**Rationale: Due to addition of new Sections 4 and 5.**

**Section 9. Removal.** A member of the Board may be removed for good cause by a two-thirds vote of the Board Members present at a special meeting called specifically for that purpose.

**Change/Addition: Change to Section 9 from Section 7.**

**Rationale: Due to addition of new Sections 4 and 5.**

## ARTICLE VII - OFFICERS

**Section 1. Officers.** The officers of this Chapter shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President.

**Section 2. Qualifications.** Any member in good standing for at least one year shall be eligible for election to any officer position (President, President-Elect, Secretary, Treasurer, and Immediate Past President).

**Section 3. Term of Office.** Officers, with the exception of the Treasurer and Secretary, shall hold office for one year or until their successors are elected and qualified. The Treasurer and Secretary shall hold office for two years or until a successor is elected and qualified. Officers shall take their offices at their time of installation. ~~The terms of Treasurer and Secretary shall be staggered so as to facilitate continuity and record-keeping responsibilities.~~

**Change/Addition: Deletion of text related to the staggering of the Treasurer and Secretary terms of office.**

**Rationale: The addition of the Treasurer-Elect position ensures the continuity and record-keeping responsibilities associated with the Treasurer position. Additionally, both the Secretary and the Treasurer terms may be extended until a successor is elected and qualified which further guarantees such continuity, per the existing bylaws.**

**Section 4. Duties of the President.** The President shall preside at all meetings of the Board of Directors and all membership meetings, shall be the chief executive officer of the Chapter, and shall be responsible for the conduct of the Chapter's affairs, subject, however, to the approval of the Board of Directors and the bylaws of the Chapter. The President shall assign duties and responsibilities to the officers, and shall appoint the committees set forth in these bylaws or that the President may from time to time consider necessary, designating the chairman of each committee.

**Section 5. Duties of the 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.

**Section 6. Duties of the Secretary.** The Secretary shall be the custodian of all records, excluding financial records, of the Chapter and shall keep minutes of the meetings of the membership and of the Board of Directors. The Secretary shall prepare and serve all



notices of meetings of the Board of Directors and of the Chapter, and shall perform such other duties as the President or Board of Directors may assign.

**Section 7. Duties of the Treasurer.** The Treasurer shall keep a complete and accurate account of all receipts and disbursements by the Chapter and shall deposit monies belonging to the Chapter's bank accounts. The Treasurer shall direct the preparation of the Chapter's annual budget and, alone or with any person designated by the Board, shall disburse the funds of the Chapter upon order of the Board of Directors. At each Annual Meeting of the Chapter and at such other times as the Board of Directors may instruct, the Treasurer, on behalf of the Chapter Board, shall render a statement of the financial condition of the Chapter.

**Section 8. Duties of the Immediate Past President.** The Immediate Past President shall perform such duties as may be assigned by the Board of Directors.

**Change/Addition: Change to Section 8 from Section 9.**

**Rationale: Due to the incorrect numbering of the Sections in the previous three versions of these Bylaws.**

**Section 9. Removal.** An Officer may be removed for good cause by a two-thirds vote of the Board Members present at a special meeting called specifically for that purpose.

**Change/Addition: Change to Section 9 from Section 10.**

**Rationale: Due to the incorrect numbering of the Sections in the previous three versions of these Bylaws.**

**Section 10. Vacancies.** Vacancies in any office shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors at its next regular meeting or at a special meeting called for that purpose.

**Change/Addition: Change to Section 10 from Section 11.**

**Rationale: Due to the incorrect numbering of the Sections in the previous three versions of these Bylaws.**

## ARTICLE VIII - COMMITTEES

**Section 1. Standing Committees.** The Standing Committees of the Chapter shall be the:

- a. Executive Committee, consisting of the officers of the Chapter. The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board at its next meeting any actions taken. The Executive Committee shall meet at the call of the President or on the written request of any three members, at such time and place as designated by the President.
- b. Nominating Committee, as provided in Article IX.

**Section 2. Other Committees.** The President may appoint and dissolve other committees, subject to approval by the Board of Directors.

## ARTICLE IX - NOMINATIONS AND ELECTIONS

**Section 1. Appointment.** The President-Elect shall serve as the Nominating Committee Chairperson. The President-Elect, subject to the approval of the Board of Directors, shall form a Nominating Committee.

**Section 2. Notification.** The Nominating Committee shall be published to the members of the Chapter not less than 30 days before nominees are announced. The Nominating Committee shall solicit recommendations for officer and director candidates and recommend this slate of candidates to the members not less than 30 days before elections are held.

**Section 3. Procedures.** The procedures governing the operations of the Nominating Committee shall be established by the Board of Directors.

**Section 4. Nominations.** The Nominating Committee shall report its recommendations to the members eligible to vote. Additional nominations may be made by any member with the endorsement of five other members and presented in writing to the Chairperson of the Nominating Committee no later than 15 days after nominees are announced.

**Section 5. Contested Elections.** The Board of Directors shall adopt and publish procedures to govern contested elections.

**Section 6. Plurality.** The person receiving a plurality of the votes cast shall be declared the winner for each position.

## **ARTICLE X - FINANCIAL MATTERS**

**Section 1. Fiscal Year.** The Fiscal year of the Chapter shall be ~~June 1<sup>st</sup> to May 31<sup>st</sup>.~~  
~~January 1<sup>st</sup> to December 31<sup>st</sup>.~~

**Change/Addition:** Fiscal year changed from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Rationale:** The fiscal year for the Chapter is January 1 to December 31 and has been for more than 7 years. The bylaws were never updated to note this change and after consultation with the National CFO, the Chapter Treasurer was instructed to update the bylaws accordingly.

**Section 2. Bonding.** Any person entrusted with the handling of funds or property of the Chapter shall, at the discretion of the Board of Directors, furnish at the expense of the Chapter a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

**Section 3. Third-Party Analysis.** The Chapter may, at the discretion of the Board of Directors, have its financial records analyzed by a third party annually.

**Section 4. Compensation.** Elected officers and directors shall not receive a salary for performance of their duties, but may be reimbursed for their expenses. Officers and directors performing services on behalf of the Chapter in addition to their duties as officers and directors may be compensated for such services, subject to disclosure to and approval by the Board of Directors.

**Section 5. Contract Approvals.** Contracts entered into on behalf of the Chapter must be approved by a majority vote of the Board of Directors. Approved contracts may only be signed by a member of the Executive Committee in order to be considered valid. A final, signed copy of each contract must be provided to the Treasurer.

## **ARTICLE XI - RELATIONS WITH MARKETING RESEARCH ASSOCIATION**

**Section 1. Bylaws.** The Bylaws of the Chapter may not be contrary to those of the Marketing Research Association. Should any provision of the of the bylaws of the Chapter need interpretation or construction, it shall be so established in a manner consistent with the provisions and intent of the Marketing Research Association's bylaws, as determined by the Board of Directors of the Marketing Research Association.

**Section 2. Limitation.** The Chapter may not bind, contract for or take any position on behalf of the Marketing Research Association without the express approval of the President or Board of Directors of the Marketing Research Association.

**Section 3. Policies.** The Chapter shall follow the policies and procedures of the Marketing Research Association, including, but not limited to the antitrust directives of the Marketing Research Association, and shall provide timely notice to the Chief Executive Officer of the Marketing Research Association of activities undertaken by the Chapter.

## **ARTICLE XII - MISCELLANEOUS PROVISIONS**

**Section 1. Power to Indemnify.** The Chapter shall have the power to indemnify any person who is or was a director, officer, committee member, employee or agent of the Chapter to the full extent permitted by law.

**Section 2. Liability Insurance.** The Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Chapter against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

**Section 3. Use of Funds and Dissolution.** The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to the MRA National organization.

## **ARTICLE XIII – 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 XIV - AMENDMENTS**

These bylaws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of the voting members present, in person or by proxy, at a Special or Annual meeting. Notice of the proposed amendments or deletions must be given in the announcement of the Special or Annual meeting. Alternatively, these bylaws may be amended or repealed in whole or in part, by two-thirds (2/3) vote of the voting members' voting in accordance with the provisions in Article IV, Section 2.