

**BYLAWS**  
**OF**  
**PROFESSIONAL MARKETING ASSOCIATION OF BOWLING GREEN, INC.**  
**A Kentucky Non-Profit Corporation**

**ARTICLE I. PURPOSE**

The purposes for which Professional Marketing Association of Bowling Green, Inc., a Kentucky Non-Profit Corporation ("Corporation"), is formed are set forth in Article II of the Articles of Incorporation as now stated and hereafter amended.

**ARTICLE II. OFFICES**

Corporation's principal office shall be P.O. Box 1103, Bowling Green, Warren County, Commonwealth of Kentucky, 42102-4390. Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or the business of Corporation may require.

**ARTICLE III. AFFILIATION**

Corporation, upon approval of its directors, may affiliate with any other local, state or national organizations that share a common purpose with it.

**ARTICLE IV. REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS**

4.1 The registered office in Kentucky, and the registered agent at such office, upon whom any process, notice or demand required or permitted by law to be served upon Corporation shall be served, shall be HBM Corporate Services, Inc., located at 324 East Tenth St., P.O. Box 1270, Bowling Green, KY 42102-1270.

4.2 The registered office may be, but need not be, the same as Corporation's principal office in the Commonwealth of Kentucky.

**ARTICLE V. POLICIES**

5.1 Corporation shall be noncommercial and nonpartisan.

5.2 Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers, if any, as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

5.3 Corporation, its name, or the name of any of its directors, officers, or members, in their corporate capacities, shall not be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives or purposes of Corporation.

5.4 Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of Corporation, but no individual shall legally bind Corporation without proper authorization of the Board of Directors of Corporation.

## **ARTICLE VI. SEAL**

Corporation may acquire a corporate seal, which will be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the corporate seal is not required to validate any writing or document to which Corporation is a signatory or party.

## **ARTICLE VII. MEMBERSHIP**

8.1 The membership shall be open to anyone actively involved in marketing management of a product or service (profit or non-profit). Individuals interested in membership will submit an application to the Vice President of Membership, which will be reviewed with respect to the purpose outlined in Article II of the Articles of Incorporation.

8.2 There shall be no set limits on the total number of members in the Corporation or on the number of members from any one entity. Dues in the Corporation shall be \$70 per member per year to be paid upon acceptance into the Corporation and every January thereafter. Non-payment of dues as specified will be grounds for immediate termination of membership.

8.3 Institutional membership rates are as follows: dues shall be \$55 per member per year for 3-5 members per organization, \$45 per person per year for 6-7 members per organization and \$35 per person per year for 8+ members per organization.

## **ARTICLE VIII. DIRECTORS**

9.1 *Number, Term of Office, Qualifications.* The business and affairs of Corporation shall be managed and administered by a Board of Directors comprised of not less than three (3) nor more than ten (10) directors. The number of directors shall be fixed from time to time by resolution of the members. Until otherwise changed as herein provided, the number of directors which shall constitute the Board of Directors shall be as provided in the Articles of Incorporation. Each director shall hold office until the next succeeding annual meeting of members or until a successor is elected and qualified, or until death, or until such director resigns or has been removed from office in the manner permitted by law.

9.2 *Vacancies.* Whenever there is a vacancy on the Board of Directors by reason of death, resignation or increase in the number of directors or otherwise, it shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the

Board. The director(s) so appointed shall hold office until the next succeeding meeting of the Board of Directors and until a successor shall have been elected and qualified.

9.3 *Removal of Directors.* At a meeting of members called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, pursuant to the provisions set forth in Corporation's Articles of Incorporation.

9.4 *Quorum.* A majority of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

9.5 *Meetings.* The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings may be called by the President by delivering to the directors not less than ten (10) days nor more than thirty-five (35) days before the date of the meeting, either personally, by mail, email or facsimile. Special meetings shall be called by the President in like manner and on like notice on the written request of any director. Notice of any special meeting need not be given to any director, if waived by him, before, at, or after such special meeting, in writing, by email or facsimile. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Directors are present.

9.6 *Action Without Meeting.* Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if a written consent, which sets forth the action so taken, is signed by all the directors. Such action shall have the same force and effect as a unanimous vote.

9.7 *Compensation.* Directors shall receive no pay for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

9.8 *Proxies.* Any member of the Board of Directors may be represented at any meeting by another member of the Board by giving such member a signed written statement that such other member shall serve as his proxy. Such proxy shall be valid for only one (1) meeting and must be executed within twelve (12) hours of such meeting. Proxies shall be presented to the Board's Secretary at the beginning of a meeting and shall be counted as part of the required number for a quorum.

## **ARTICLE IX. OFFICERS**

10.1 *Annual Election; Nomination.* The Board of Directors shall elect persons to serve as officers of the Corporation. The Board of Directors shall not elect any person to be an officer without first obtaining the person's consent to election to the office. The persons nominated will be elected upon receiving the majority votes of the Board of Directors. All

officers shall be elected for one year terms at the annual October meeting, with the term of office to begin on November 1 of each year, and shall serve until November 1 of the following year, or until their successor(s) are named. The President for the upcoming year must be a current officer of the Corporation.

10.2 *The President.* The President shall preside over all monthly membership meetings, as well as Board of Director meetings. Duties shall include:

- (a) Oversee planning and direction of the organization;
- (b) Oversee all financial matters including co-signing checks;
- (c) Propose a yearly budget with input from the Vice President of Finance and the Immediate Past President;
- (d) Appoint Chairpersons for, and to preside over, the Scholarship Committee and Bylaws Committee;
- (e) Give monthly newsletter reports to the Vice President of Communication;
- (f) Give general welcome and closing statements at the monthly meetings; and
- (g) Introduce guests at the monthly meetings.

10.3 *The Vice President of Sponsorship.* The Vice President of Sponsorship shall perform the following duties:

- (a) Be responsible for soliciting monthly \$250.00 sponsorships for the monthly meetings and the annual Markie Banquet;
- (b) Forward all necessary information to the Vice President of Finance for invoicing Sponsor(s);
- (c) Forward sponsor logo(s) and information to the Vice President of Communication for inclusion in the monthly newsletter;
- (d) Work closely with the Vice President of Programs to determine the speaker for each month. Sponsors are given the first opportunity to present or provide their own speaker/presentation; and
- (e) Recognize and introduce Sponsor(s) at each monthly meeting with a small blurb of information about their business/company and announce to all in attendance future sponsorship opportunities.

10.4 *The Vice President of Programs.* The Vice President of Programs shall oversee the monthly programming of the Corporation. Duties shall include:

- (a) Field suggestions for programs from the membership;

- (b) Arrange and coordinate speakers for each meeting, as well as lunch arrangements for the monthly meeting;
- (c) Submit program information to the Vice President of Communications for inclusion in the monthly newsletter;
- (d) Appoint chairpersons for, and preside over, the Program Committee and Banquet Committee;
- (e) Provide evaluation forms/surveys for each monthly meeting; and
- (f) Introduce program/presenter at each monthly meeting.

10.5 *The Vice President of Communications.* The Vice President of Communications shall be responsible for all external and internal communications of the Corporation. Duties shall include:

- (a) Function as the Corporation's webmaster who will maintain the Corporation website, including monthly updates;
- (b) Design, edit and distribute the Corporation's monthly newsletter to all members;
- (c) Perform any other necessary correspondence including annual press releases on new officers, Markie Awards and the Marketer of the Year;
- (d) Work with other officers to ensure proper communication concerning the Corporation's activities to membership; and
- (e) Work with other officers to ensure updated and proper communication concerning the Corporation's Facebook page.

10.6 *The Vice President of Finance.* The Vice President of Finance shall serve as the chief record keeper and financial officer of the Corporation. Duties shall include:

- (a) Custodian of all financial records of the Corporation;
- (b) Sign all checks with co-signature from the President, vouchers and/or requisitions;
- (c) Responsible for all fiscal duties and responsibilities of the Corporation including the receipt and disbursement of receipts of the Corporation;
- (d) Issue membership invoices; and
- (e) Perform guest sign-in responsibilities at monthly meetings.

10.7 *The Vice President of Membership.* The Vice President of Membership shall be responsible for identifying and helping recruit new members of the Corporation. Duties shall include:

- (a) Work with the Vice President of Finance on maintaining the membership list;
- (b) Create, develop and execute a yearly membership drive to increase membership;
- (c) Maintain potential/prospect member list;
- (d) Update Constant Contact email directory and communicate with the Vice President of Communication about member information on the Professional Marking Corporation of Bowling Green, Inc.'s website;
- (e) Work with other officers to encourage growth of the Corporation and to retain current members;
- (f) Recognize birthdays at monthly meetings;
- (g) Organize Brag-for-a-Buck at monthly meetings; and
- (h) Recognize new members at meetings and allow them to introduce themselves or their business.

10.8 *The Immediate Past President.* The Immediate Past President shall act as an advisor to the current President and other officers. Duties shall include:

- (a) Facilitate the transition between outgoing and incoming officers;
- (b) Work with the Vice President of Finance to ensure a checks and balances system for incoming and outgoing funds;
- (c) Assist the Vice President of Finance with member/guest sign-in and collection of money at the monthly meetings; and
- (d) Preside in the absence of the President.

10.9 *Secretary.* The Secretary shall act as record keeper for the Corporation. Duties shall include:

- (a) Recording all minutes from Executive Committee and General Meetings.
- (b) Act as a media liaison on behalf of the Corporation, which will include, but not be limited to, writing news releases, coordinating media appearances and speaking on behalf of the Corporation.
- (c) Facilitate correspondence between the Corporation, vendors and members.

10.10 *Subordinate Officers.* The Board of Directors may elect other officers or agents, each of whom shall hold office until the next October meeting, have such authority and perform such duties as the Board of Directors may determine. The Board of Directors may

delegate to any officer the power to appoint any such subordinate officers or agents and to **prescribe their respective authorities and duties.**

**10.11**            *Removal of Officers.* Any officer or agent may be removed with or without cause by the vote of a majority of the Board of Directors whenever in the Board's judgment the best interests of Corporation will be served by such removal. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE X. MEETINGS

11.1            *Meeting Time.* The membership shall meet at 11:30 a.m. every third Tuesday during the months of January through October, with the annual banquet being held the same time in November.

11.2            *Meeting Purpose.* The Meetings are conducted for networking and educational purposes. No selling or soliciting of the membership base by an active member or guest is allowed during any official Corporation function. Presentations are to be informational, not for the purpose of selling a product or service to the membership.

11.3            *RSVP for Meetings.* Members and/or guests planning to attend an upcoming meeting or function shall notify the Vice President of Finance of his or her intentions by the designated RSVP deadline for the function or meeting. Members who RSVP by the given deadline shall pay \$10.00 at the door. Failure to do so will be cause for the member or guest to pay \$15.00 at the door. The Corporation will cover the meal cost of potential members at their first meeting. All other guests will be assessed \$15.00 at the door. Multiple guests representing a single organization will be permitted two complimentary lunches.

11.4            *Special Meeting.* The Board of Directors may meet on call by the President.

## ARTICLE XI. COMMITTEES

12.1            *Duties.* The duties of all officers and committees shall be to fulfill the purposes of the Corporation as found in Article I of the Bylaws, and Article II of the Articles of Incorporation.

12.2            *Standing Committees.* Standing Committees shall be appointed by the respective officer presiding over that committee. Standing committees shall be subject to the confirmation of the Board of Directors and listed in the bylaws. Standing committee chairs shall report to their respective officers. Ad hoc committees may be appointed at the discretion of the President. Standing Committees include the following:

- (a)    *The Bylaws Committee.* The Bylaws Committee will periodically review the Bylaws and recommend any changes to the Corporation;
- (b)    *The Banquet Committee.* The Banquet Committee will plan and coordinate the details for the annual banquet, Markie Awards, and Marketer of the Year award;

- (c) *The Scholarship Committee.* The Scholarship Committee will perform and/or oversee the responsibilities regarding the Professional Marketing Association of Bowling Green, Inc. Scholarship Fund. Guidelines for the Fund are as follows:
- (1) The Fund is to be administered by the College Heights Foundation;
  - (2) The recipient of the Professional Marketing Corporation of Bowling Green, Inc. Scholarship (“Scholarship”) must be a senior at Western Kentucky University (“WKU”) with a major or minor in marketing. The recipient must have a minimum 2.8 cumulative grade point average and must show interest to pursue a career in the marketing field. The award will be in the amount of \$500.00 and will be awarded yearly during the spring semester. The award is not renewable. If no applicant meets the requirement for any particular year, the earnings will remain in the fund;
  - (3) A special committee of individuals appointed by the Board of Directors, which shall include WKU marketing professors and Corporation members, will review the nominations. Awards will be made by the University Scholarship Committee upon approval of the Scholarship Committee’s nomination;
  - (4) To apply for the Scholarship, applicants must complete the standard WKU scholarship application and submit to the Scholarship Committee the completed application, along with a two-page essay on a marketing topic to be determined by the Scholarship Committee. Applicants are also asked to submit a letter declaring their intent to apply, and a resume listing school activities, grade point average, and other relevant information;
  - (5) The Deadline for submitting applications is March 31 of each year. The Scholarship Committee will narrow the pool of applicants to the top three (3). The Board of Directors and Scholarship Committee will interview the top three (3) applicants for selection. The recipient will present their essay topic at the Corporation’s April regular membership meeting.
- (d) The Program Committee shall provide suggestions for program speakers, content and format, as well as assist the Vice President of Programs with the monthly program arrangements;
- (e) The Membership Committee will perform and/or oversee the responsibilities regarding the Corporation membership, including, but not limited to, keeping the directory updated and distributed, assisting in attracting new members through materials and personal contact, retaining current members and conducting an annual membership drive.

12.3 *Other Committees.* The Board of Directors may at any time appoint standing committees to consist of as many members as seems advisable. The members of the Committee shall hold office until the appointment of their successors.

12.4 *Committee Quorum.* A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

12.5 *Committee Vacancies.* The Board of Directors shall have the power to fill vacancies in the committees.

## **ARTICLE XII. RESIGNATIONS**

*Directors, Officers, Committee Members.* Any director, officer or committee member may resign his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by Corporation. The acceptance of a resignation shall be required to make it effective.

## **ARTICLE XIII. BOOKS AND RECORDS**

15.1 *Books and Records.* Corporation shall keep correct and complete books and records of account and minutes of the meetings of the members and Board of Directors.

15.2 *Membership List.* Corporation shall keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members.

15.3 *Right to Examine Books and Records.* Members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, Corporation's relevant books and records of account, minutes, and record of members and to make abstracts therefrom all as permitted by, and subject to the limitations of, Kentucky Revised Statutes section 273.233 as now stated and as hereafter amended.

## **ARTICLE XIV. FISCAL YEAR**

*Fiscal Year.* The fiscal year shall begin the 1st day of January of each year.

## **ARTICLE XV. PARLIAMENTARY AUTHORITY**

*Parliamentary Authority.* Roberts Rules of Order as last revised shall govern the proceeding of all meetings of the Corporation.

## **ARTICLE XVI. LOANS TO DIRECTORS, OFFICERS OR MEMBERS**

*Prohibition of Loans.* In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, Corporation shall not lend money to or use its credit to assist its directors, officers, or members.

## **ARTICLE XVII. SELF-DEALING PROHIBITED**

18.1 *Self-Dealing.* Corporation shall be prohibited from engaging in any act of self-dealing. Should one or more person be found liable for self dealing, all such persons shall be jointly and severally liable for up to \$20,000.00 for each act of self-dealing.

18.2 *Excess Business Holdings.* Corporation shall be prohibited from retaining any excess business holdings, which shall generally consist of the amount of stock or other interest in Corporation which Corporation would have to dispose of to a person other than a disqualified person in order for the remaining holdings of the foundation in such enterprise to be permitted holdings.

18.3 *Investments.* Corporation shall refrain from making any investments in such a manner as to jeopardize the carrying any of Corporation's exempt purposes.

18.4 *Taxable Expenditures.* Corporation shall refrain from making any taxable expenditures which may prevent Corporation's tax-exempt status from continuing.

#### **ARTICLE XVIII. PROTECTION FROM LIABILITY**

*Indemnification.* Corporation agrees to indemnify any director or officer, former directors or officers, and the Incorporators of the Corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

#### **ARTICLE XIX. CONFLICT OF INTERESTS**

*Conflict of Interest Transaction.* A director shall be considered to have an indirect interest in a transaction if another entity in which he or she has a material financial interest, or in which he or she is a general partner, is a party to the transaction, or if another entity of which he or she is a director, officer, or trustee is a party o the transaction and the transaction is or should be considered by the board of directors of Corporation. Should a director have a direct or indirect interest in any transaction involving Corporation, such conflict of interest transaction shall not be voidable by the corporation solely because of the director's interest in the transaction if any of the following are true:

(a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved or ratified the transaction; or

(b) The transaction was fair to the Corporation.

#### **ARTICLE XX. DISSOLUTION**

*Dissolution of Corporation.* Should Corporation decide, or be forced, to dissolve, the assets of Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

(b) Assets held by Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(c) Assets received and held by Corporation subject to limitations permitting their use for charitable purposes, but not held upon a condition requiring return, shall be transferred, conveyed or distributed to Western Kentucky University and applied to the Lou Turley Memorial Scholarship Fund;

(d) Any and all other assets shall be transferred, conveyed or distributed to Western Kentucky University and applied to the Lou Turley Memorial Scholarship Fund.

**ARTICLE XXI. AMENDMENT**

*Amending Bylaws.* These Bylaws may contain any provision for the regulation and management of the affairs of Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, at any meeting of the Board of Directors, subject to the approval by a two-thirds vote of the total membership present, provided that notice of the proposed change is given in the notice of the meeting. In the event of any such alteration or amendment, the Board of Directors shall notify the members thereof within thirty (30) days of such alteration or amendment or prior to the next scheduled members' meeting, whichever first occurs.

These Bylaws approved and accepted by the Initial Board of Directors of Corporation:

\_\_\_\_\_  
LAURA GOODMAN

\_\_\_\_\_  
CHRIS HOUCHENS

\_\_\_\_\_  
LINDSEY MCCLAIN

\_\_\_\_\_  
LORI HODGES

\_\_\_\_\_  
MANDY BAKER

\_\_\_\_\_  
STACEY BIGGS

\_\_\_\_\_  
RACHEL GOODMAN

\_\_\_\_\_  
MELISSA HARDIN

Signed on this the \_\_\_\_ day of \_\_\_\_\_, 2012.