

CONSTITUTION AND BY-LAWS

OF THE ASSOCIATION FOR SMALL BUSINESS AND ENTREPRENEURSHIP

I. NAME, PURPOSE AND OBJECTIVES

- A. **NAME.** The name of this organization shall be the Association for Small Business and Entrepreneurship (ASBE). ASBE is a 501 (C) corporation, incorporated in the state of Florida.
- B. **PURPOSE.** The purposes of this Association shall be to: Provide an active vehicle for increasing the effectiveness and impact of small business and entrepreneurial education.
- C. **OBJECTIVES:** The objectives of this Association shall be to:
 - 1. Provide means for exchange of information and guidance concerning teaching, research, extension, and other activities designed to aid small businesses and entrepreneurship.
 - 2. Enhance the relationship and cooperation between faculty with small businesses and entrepreneurs, and other organizations that are a part of the small business community.
 - 3. Promote an interdisciplinary approach to the study of small business and entrepreneurial business problems.
 - 4. Develop methods for enhancing levels of recognition of small business and entrepreneurial faculty and others involved in small business education.
 - 5. Stimulate effective involvement and continuing interest of students in small business and entrepreneurship.

II. MEMBERSHIP

The Association recognizes four kinds of members:

- A. **REGULAR MEMBER**—Full membership while normally drawn from full or part-time faculty members is available to anyone interested or involved in small business or entrepreneurship. Regular members may vote in Association elections and hold elective office.
- B. **STUDENT MEMBER**—Student membership shall be available to any student involved or interested in the development of small business management or entrepreneurship. Student membership shall include all of the rights and privileges of regular membership except the right to vote or hold an elected office.

- C. **HONORARY MEMBER**—Persons who have made distinguished contributions to the development of small business or entrepreneurship may be awarded honorary membership in the Association on unanimous approval of the Executive Committee.
- D. **FELLOWS**—A Fellow is one who has been honored with this status in accordance with the guidelines of the Association. Selection to this status is reserved for those that have demonstrated commitment and service to the small businesses of the United States and in appreciation of continued leadership in the Association.

III. MEMBERSHIP AND REGISTRATION FEES

Annual membership fees can either be paid directly on the asbe.us website or by check to the Executive Director, or if attending the annual conference as a part of the registration fees on site. Registration fees shall include annual membership dues and a one-year electronic subscription to the *Journal of Business and Entrepreneurship (JBE)* as well as all rights of participation in the annual conference. Annual membership dues shall include all rights of membership for one year as well as a one-year electronic subscription to the *Journal of Business and Entrepreneurship*. Those subscribing to the Journal can elect for an additional fee to receive the journal in hard copy format. Subscriptions to the *JBE* can be purchased separately by non-members of the Association. Members must maintain current membership to participate in any activities of the Association. The Membership Committee shall develop a fee and dues schedule.

IV. BOARD OF DIRECTORS HEREIN REFERED TO AS EXECUTIVE COMMITTEE

- A. **COMPOSITION.** The Executive Committee shall consist of members as outlined below.
 - 1. **PRESIDENT.** Elected through succession from President Elect for a one year term.
 - 2. **PRESIDENT-ELECT.** Elected through succession from Vice-President Programs for a one year term.
 - 3. **VICE-PRESIDENT PROGRAMS.** Elected by the membership for a one year term.
 - 4. **VICE-PRESIDENT MEMBERSHIP.** Elected by the membership for a one year term.
 - 5. **SECRETARY-TREASURER.** Elected by the membership for a two year term.
 - 6. **PAST-PRESIDENT.** Elected through succession from President for a one year term.
 - 7. **DEAN OF FELLOWS.** Elected by the Executive Committee during the annual conference for a one year term. This is a non-voting member of the Executive Committee.
 - 8. **EXECUTIVE DIRECTOR.** The Executive Director (ED) will serve at the direction of the Executive Committee and will be responsible for hosting the headquarters of the Association at that individual's University. The ED will be responsible for the continuity of the organization including all legal filings, website maintenance, coordination of elections, and assistance in various areas

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such as annual conferences, membership documentation, and serve as the “Registered Agent” for the Association for tax reporting.

- B. **DUTIES.** The Executive Committee shall be the final decision-making body of the Association. It shall attend to the business of the Association. It shall elect the Dean of Fellows. It shall approve expenditures according to fiscal responsibility guidelines. It shall approve each year a Manual of Duties for officers of the Association. It shall report its activities annually to the General Assembly. Upon recommendations of the General Assembly it shall determine each annual conference’s location.
- C. **MEETINGS.** The Executive Committee shall meet at least three times annually—at the beginning and end of each annual conference and at least once mid-year to ensure the continued business of the Association. This mid-year meeting can take the form of a teleconference if so determined by the Executive Committee. Meetings of the Executive Committee shall be chaired by the President, or in the President’s absence, by the President-Elect. The conduct of meetings shall be governed by Roberts’ Rules of Order, Revised. Only members of the Executive Committee may vote at its meetings.

V. COMMITTEE STRUCTURE. The Association shall operate in a committee structure as outlined below:

- A. **EXECUTIVE COMMITTEE.** The Executive Committee composition and duties are as described above.
- B. **PROGRAM COMMITTEE.** The Program Committee shall be responsible for scheduling and arranging for the annual meeting of the Association, including location, facilities, program, and time period. This committee will be chaired by the Vice-President Programs and will consist of three additional regular members appointed by the Vice-President of Programs and approved by the Executive Committee.
- C. **MEMBERSHIP COMMITTEE.** The Membership Committee shall be responsible for all aspects of membership recruiting and maintenance. It shall also be responsible for preparation and submission to the General Assembly of any proposed changes in membership requirements. The committee will be chaired by the Vice-President Membership and will consist of three additional regular members appointed by the Vice-President Membership and approved by the Executive Committee.
- D. **JOURNAL ADVISORY BOARD COMMITTEE.** The Journal Advisory Board Committee (JABC) shall be responsible for reviewing editorial policy and the performance of the current University sponsor for the *JBE*. This committee will also be responsible for making recommendations to the Executive Committee every three years regarding the continuance of the existing University sponsorship of the *JBE*. This committee will consist of the current President, the current Vice-President Programs, two Past Presidents, and one member selected from the General Assembly. The Past Presidents and member at large will be elected by the General Assembly at the annual conference and will serve for three years on the JABC.

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- E. **PRESIDENTS' ADVISORY BOARD COMMITTEE.** The Presidents' Advisory Board Committee will consist of all past Presidents of the Association. This committee shall meet each year at the annual conference prior to the General Assembly. The most recent past President in attendance shall serve as chair. The purpose of this committee is to provide the Association advice on advancing the Association. Recommendations from this committee will be made directly to the President.
- F. **SPECIAL COMMITTEES.** The President shall appoint special, ad hoc committees as may be required.

VI. GENERAL ASSEMBLY

- A. **COMPOSITION.** The General Assembly of the Association shall consist of all regular members attending the annual meeting of the Association.
- B. **DUTIES.** The General Assembly shall be responsible for approving the minutes of the annual meetings, electing the membership of the JABC, providing direct input regarding the operations of the Association, approving the constitution and any constitutional changes, making recommendations for annual meeting locations, and as an oversight group regarding fiscal accountability of the Association.
- C. **MEETINGS.** The General Assembly shall meet at least once a year. Meetings of the General Assembly shall be chaired by the President, or in the President's absence, by the President-Elect. The conduct of meetings shall be governed by Roberts' Rules of Order, Revised. Only members of the General Assembly may vote at its meetings.

VII. FELLOWS ASSEMBLY

- A. **COMPOSITION.** The Fellows Assembly of the Association shall consist of all Association Fellows attending the annual meeting of the Association.
- B. **DUTIES.** The Fellows Assembly shall provide valuable advice regarding the operations of the Association directly to the President.
- C. **MEETINGS.** The Fellows Assembly shall meet at least once a year. Meetings of the Fellows Assembly shall be chaired by the Dean of Fellows. The conduct of meetings shall be governed by Roberts' Rules of Order, Revised. Only members of the Fellows Assembly may vote at its meetings.

VIII. FISCAL AND LEGAL ACCOUNTABILITY

- A. **CONTRACTS.** The President is authorized to sign contractual agreements on behalf of the Association.
- B. **EXPENDITURE APPROVAL.** Expenditures require the following approvals.
 - 1. Expenditures up to \$500.00 will be approved independently by the President.
 - 2. Expenditures over \$500.00 will be approved by a majority vote of the Executive Committee taken either in person or via email.
- C. **CONFERENCE EXPENSES.** The total of proposed conference expenses will be treated as a single expenditure, be presented as a total proposed budget prior to

monetary commitments, and be approved by a majority vote of the Executive Committee taken either in person or via email.

IX. VOTING

- A. **QUORUMS.** Quorums are determined as follows.
1. **Executive Committee Quorum.** Consists of a minimum of 50% plus one of the board members as designated by the Constitution.
 2. **General Assembly Quorum.** Consists of the members present at a set and publicized General Assembly meeting or the members casting a vote during an email election.
 3. **Committee Quorum.** Consists of a minimum of 50% of the committee members as designated by the Constitution.
- B. **METHODS.** Votes may be taken via hand votes in face to face meetings, secret ballots in face to face meetings or by email.
- C. **TIMING.** The timing of the various elections of the Association are as follows:
1. **Officer Elections.** The Executive Director will send a request for nominations for vacant officer positions a minimum of 60 days prior to the annual conference. After nominations are received, a ballot will be distributed a minimum of 30 days prior to the annual conference. Results will be announced during the General Assembly. It shall be the responsibility of the Secretary-Treasurer to provide the Past-President with any information necessary to accomplish this election.
 2. **Fellows Elections.** The Executive Director will send a request for nominations for Fellows a minimum of 60 days prior to the annual conference. After nominations are received, a ballot will be distributed a minimum of 30 days prior to the annual conference. Results will be announced during the General Assembly. It shall be the responsibility of the Secretary-Treasurer to provide the Past-President with any information necessary to accomplish this election.
 3. **Outstanding Educator Award.** The Executive Director will send a request for nominations for the Outstanding Educator Award a minimum of 60 days prior to the annual conference. After nominations are received, a ballot will be distributed a minimum of 30 days prior to the annual conference. Results will be announced during the General Assembly. It shall be the responsibility of the Secretary-Treasurer to provide the Past-President with any information necessary to accomplish this election.
 4. **Constitution or By-Law Changes.** The Executive Director will send any proposed changes to the voting membership at least 30 days prior to any vote of these changes. It shall be the responsibility of the Secretary-Treasurer to provide the Past-President with any information necessary to accomplish this election.

X. OFFICERS

The elected officers of the Association will be President, President-Elect, Vice President-Programs, Vice-President Membership, Secretary-Treasurer, and Past-President. The duties and responsibilities of the officers are as follows:

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- A. **PRESIDENT.** The President is responsible for representing the membership of the Association to outside agencies and groups. The President shall call and Chair all meetings except for Committee meetings (other than the Executive Committee. As a member of the Journal Advisory Board Committee (JABC) the President shall vote only in the event of a tie, in which case that vote will break the tie. The President is responsible to the Association in all matters for adherence to the tenets of this Constitution and of any By-Laws adopted by the membership. The President is responsible for appointment of Members to ad-hoc committees. After presenting an annual report to the General Assembly at the annual conference, the outgoing President will review the detailed notebook of responsibilities and actions taken during that term and pass this information on to the succeeding President.
- B. **PRESIDENT-ELECT.** The President-Elect is responsible for providing direct leadership assistance to the President on all matters related to managing the Association.
- C. **VICE-PRESIDENT PROGRAMS.** The Vice-President Programs is responsible for determining and carrying out the wishes of the membership concerning the conduct of the Association's conferences. This responsibility includes arrangement for facilities, lodging, program content, participants, and any other matter relating to the planning and execution of such meetings. As stated above, the Vice-President Programs will also serve as a voting member of the JABC. After presenting an annual report to the General Assembly at the annual conference, the outgoing Vice-President Programs will review the detailed notebook of responsibilities and actions taken during that term and pass this information on to the succeeding Vice-President Programs.
- D. **VICE-PRESIDENT MEMBERSHIP.** Vice-President Membership is responsible for managing all aspects of membership rolls for the Association. Specific duties include maintaining an accurate membership roll, engaging in any activity necessary to advance membership, and collecting and forwarding conference registration/direct membership registration receipts and names to the Secretary-Treasurer. After presenting an annual report to the General Assembly at the annual conference, the outgoing Vice-President Membership will review the detailed notebook of responsibilities and actions taken during that term along with the current membership roll and pass this information on to the succeeding Vice-President Membership.
- E. **SECRETARY-TREASURER.** The Secretary-Treasurer is responsible for safeguarding and disbursement of Association funds. A complete record of all transactions will be maintained and open for inspection by any paid member at the annual conference. The Secretary-Treasurer is responsible for recording and distribution of minutes of the General Assembly, and such other communication as is deemed necessary for the continued operation and well being of the Association. The Secretary-Treasurer is responsible for maintaining historical records of the Association to include all Proceedings, minutes, and financial records of the Association. In the last year of the Secretary-Treasurer's two-year term and after presenting an annual report to the General Assembly at the annual conference, the outgoing Secretary-Treasurer will review the detailed notebook of responsibilities

and actions taken during that term along with all historical records and pass this information on to the succeeding Secretary-Treasurer.

- F. **PAST-PRESIDENT.** The Past-President is responsible for enhancing the continuity of the Association by providing direct counsel to the President. The Past-President will also be responsible for conducting several elections to include: vacant officer positions; Fellows; Outstanding Educator Award; and, any special elections called by the Executive Committee. At the annual conference, the outgoing Past-President will review the detailed notebook of responsibilities and actions taken during that term and pass this information on to the succeeding Past-President.
- G. **DEAN OF FELLOWS.** The Dean of Fellows is responsible for providing counsel to the Executive Committee. At the annual conference, the outgoing Dean of Fellows will provide the succeeding Dean of Fellows with any information necessary to enhance continuity of the Association.

XI. AMENDMENTS

Amendments to this Constitution may be proposed by the Executive Committee, or by any regular member with support of 10% of the regular membership. Amendments must be approved by a majority vote of the regular membership.

XII. PARLIAMENTARY AUTHORITY

The rules contained in the Roberts' Rules of Order, Revised shall govern the Association in all meetings and in which they are not inconsistent with this Constitution and any special rules of order the Association may adopt.