
UTAH BUSINESS LICENSING ASSOCIATION BY-LAWS

ARTICLE I. NAME

Section 1. The name of this organization shall be the Utah Business Licensing Association, henceforth referred to as UBLA in these by-laws.

ARTICLE II. PURPOSE

Section 1. The organization of the UBLA is formed for the actual benefit of all participating governmental entities. A priority of the organization, through the professional certification program, is to offer opportunities for education and involvement to encourage professionalism, innovation and cooperation among member entities.

ARTICLE III. GOALS

Section 1. To foster unified effort among governmental entities, to integrate, disseminate and implement respective research and format for business licensing.

Section 2. To promote unified standards and systems that can be shared with all participants.

Section 3. To further cost and time effectiveness through cooperation, group discussions, and training by related agencies and professionals.

Section 4. To present a unified voice as a cooperative organization to all business license applicants, respective governmental agencies, and legislative bodies, as needed.

ARTICLE IV. MEMBERSHIP

Section 1. The membership shall be comprised of a governmental department or agency of state or local level and qualified educational institutions that have interest in participating in the UBLA and in the actual benefits of sharing systems, ideas, business license applications and techniques.

Section 2. Types of Membership:

- a. Full Member. Any individual which is hired or appointed by a qualified entity shall become the Full Member for their entity upon payment of annual membership dues. A Full Member shall have all rights associated with membership including the right to vote, hold office and obtain certification. (Includes newly hired or appointed licensing officials).
- b. Additional Full Member. Additional Full Members are fully qualified members from the same entity provided they qualify under the definition of Full Member. Additional Full Members have the same rights and privileges other than voting of Full Members but pay a lesser fee. An entity must have one Full Member before they are eligible to have Additional Full Members.
- c. Associate Member. Individuals serving in the capacity of licensing for a qualified entity may become an Associate Member upon payment of annual dues. Associate Members do not have the right to vote, hold office, or obtain certification; but they can take advantage of education programs.
- d. Honorary Member. Any former Full Member who, through retirement or other reasons, is no longer a licensing official, may become an Honorary Member. Such members shall have all of the privileges of the Association except the right to vote, hold office or become certified.

Section 3. The membership year shall begin on July 1st of each year and remain in full effect until June 30th of the following year. Membership may be renewed by making appropriate annual membership due payments. Annual membership fees are due from an entity prior to the UBLA fall conference each year, which will qualify the entity for the member registration price.

Section 4. Membership shall not include vendors, consultants or any other non-licensing entity.

Section 5. Membership application procedures shall be as follows:

- a. Application for membership shall be made on a form approved by the current UBLA Executive Board.
- b. Requests for applications should be made to the current UBLA Secretary, or Treasurer
- c. The UBLA Treasurer shall receive the applications for membership and due payments, shall provide a complete list of applicant entities and their licensing officials to the UBLA Secretary who will-prepare the applications for Board review and President's signature prior to the next conference.
- d. The UBLA Secretary shall prepare a Certificate of Membership for each paid member in anticipation of Board approval of all applicants. Any certificates for entities/individuals not approved shall be destroyed or revised, according to the Board approvals and disapprovals.
- e. The Board shall determine the eligibility of all agencies requesting membership based on the defined purpose and membership criteria for the UBLA.
- f. The Board shall approve or disapprove membership at a meeting prior to the next UBLA conference. If the decision is to accept, the Secretary shall record the membership and shall provide a Certificate of Membership for the current membership year to the member.
- g. Any individual excluded from membership shall be notified in writing by the board of the reason for exclusion. Individual exclusion shall be for cause, based upon Section 8.a of this Article.

Section 6. Member in Good Standing: Any member whose official application has been approved by the Board and who has paid the annual fee set forth in ARTICLE V shall be designated a member of the UBLA in good standing.

Section 7. Suspension of Membership for Non-payment of Annual Fee:

- a. Any member whose annual fee is ninety days past due shall be suspended and privileges of membership temporarily terminated.
- b. Any member suspended for non-payment of the annual fee may be reinstated at any time prior to close of that membership year upon payment of the current year's fees plus a late fee equivalent to 25% of the annual membership fee.
- c. Notification of non-payment may be issued by the current UBLA Secretary when the annual fee is more than ninety days past due. The notification should be on a form letter approved by the Board and addressed to the licensing official(s) of the entity, if known, or to the entity's governing official.

Section 8. Termination of Membership:

- a. Membership in UBLA may be terminated for cause by the UBLA Executive Board. Sufficient cause for such termination shall be violation of these By-laws, code of ethics, agreements, rules or practices properly adopted by the organization. Termination shall be only by unanimous vote of the Board.
- b. The membership of those who are under suspension for nonpayment of the annual fee at the close of a membership year shall be terminated automatically. Reinstatement shall be by written application and membership due payment only.
- c. Termination of membership shall be addressed specifically by the Board to the entity's governing official, with a copy to the licensing official(s) of that entity, if known, on a form letter approved by the Board.
- d. Request for reinstatement of membership that was terminated for cause shall be submitted to the Board for review. Reinstatement must be by unanimous Board decision and shall be prompted by the subject member's written request for reinstatement. All membership dues must be current for a request to be considered.

ARTICLE V. ANNUAL UBLA MEMBERSHIP FEE

Section 1. To cover the administrative costs of the organization and its functions, members shall pay an annual fee in the amount prescribed by the Board, subject to approval of the membership initially and prior to implementing an annual fee revision proposed by the Board.

Section 2. Purpose of Annual Fee:

- a. To cover costs of collecting and disseminating information contributed and desired by members.
- b. To cover expenses of the UBLA Executive Board and Project Committees carrying out the mandates to the membership.
- c. To cover the costs of maintaining the organization's website.

- d. To cover the costs of publishing and distributing the UBLA Newsletter and other correspondence as required in the conduct of the organization.
- e. To cover the cost incurred by purchasing billing forms and postage for annual membership renewals and the issuance of Membership Certificates.

ARTICLE VI. OFFICERS/TERMS

Section 1. The governing body of UBLA shall be an Executive Board comprised of:

- a. *President.* The term of office for the President shall be for two years. Upon completion of the term of office, the President shall advance to the office of Executive Director (Past President).
- b. *Vice President.* The term of office for the Vice President shall be for two years. Upon completion of the term of office, the Vice President shall advance to the office of President.
- c. *Secretary.* The term of Secretary shall be for two years.
- d. *Treasurer.* The term of office for the Treasurer shall be for four years.
- e. *Executive Director (immediate past President).* The term of office for Past President shall be for two years.
- f. *Committee Director.* Committee Directors may serve a term of four years unless otherwise notified by the Board. This is an appointed position only.

Section 2. The officers shall serve their terms or until their duly qualified successors are appointed or elected.

Section 3. Any officer whose employment with a member agency is terminated for any reason shall be deemed as an automatic resignation of that officer and member of the Executive Board.

Section 4. In the event of a vacancy, the Executive Board shall assume the responsibility during the interim period. Those interested in filling a vacant position on the Board must notify the Board Election Committee Director in writing of the desire to serve, as well as submit the Entity Consent Form. If eligibility requirements cannot be met, those with less service time may qualify. Preference may be given to the candidate who received the second highest votes in the most recent election.

Section 5. Election of Executive Board positions as specified in Article VI, Section 1 shall be conducted bi-annually (every two years) during the UBLA meetings and shall be conducted in accordance with Article XIII, Section 5.

Section 6. Minimum requirements for election or appointment to offices of the UBLA shall be:

- a. Each individual nominee shall be a member in good standing and have the ability to hold office.
- b. Each individual nominee shall be a Certified Business License Official (CBLO).
- c. Each individual nominee shall be directly and significantly involved with business licensing currently and for a period of at least two years immediately preceding the nomination.
- d. Each individual nominee shall inform the Election Committee of intent to accept nomination by submitting a Declaration of Candidacy in a format approved by the Board. This declaration inherently includes the commitment to fulfill the officer assignment in good faith.

- e. A written entity consent form shall be given by the nominee's direct supervisor or governing official prior to the actual vote or appointment. This permission may be obtained by the Election Committee or a member of the Executive Board.

Section 7. Duties and Terms of Officers:

- a. Responsibilities of the President shall be, but not limited to:
 - i. Schedule, organize and conduct meetings and conferences.
 - ii. Act as spokesperson for the UBLA.
 - iii. Appoint special committees as required.
 - iv. Make Board and member assignments as needed.
 - v. Oversee the production and distribution of the UBLA newsletter.
 - vi. Prepare agendas for meetings and conference packets.
 - vii. Oversee the committees.

- b. Responsibilities of Vice-President shall be, but not limited to:
 - i. Assume the responsibility of the President whenever the President is absent.
 - ii. Perform such functions as are assigned by the President.
 - iii. Assist the President with conference facility and speaker arrangements.
 - iv. Oversee the organization's website.

- c. Responsibilities of the Secretary shall be, but not limited to:
 - i. Prepare and send correspondence on behalf of the Executive Board.
 - ii. Maintain and archive minutes and By-laws.
 - iii. Maintain membership records/suspensions/terminations.
 - iv. Prepare attendee and membership roster for conference packets.
 - v. Receive and distribute contributed materials.
 - vi. Review CBLO applications to determine eligibility requirements were met.
 - vii. Maintain certification database and process certificates for the President's approval and signature.
 - viii. Introduce and present Certifications during annual conference to eligible members.
 - ix. Preserve in a permanent file all records and letters of continuing value to the Association and its officers, to be transferred to the duly elected successor within ten (10) days of vacating office.

- d. Responsibilities of the Treasurer shall be, but not limited to:
 - i. Establish bank accounts.
 - ii. Deposit cash receipts.
 - iii. Disburse cash as authorized by the Executive Board. Any checks over \$100 to be disbursed shall be pre-authorized in writing by the President.

- iv. Receive applications for membership and due payments. Distribute membership applications for Board review.
 - v. Receive conference registrations and fees.
 - vi. Inform the Secretary of all registrants.
 - vii. Prepare semi-annual financial statements for the Executive Board.
 - viii. Keep an itemized record in a permanent file of all receipts and expenditures; and turn over all books, records and papers pertaining to the Association to the duly elected successor within ten (10) days of vacating office.
- e. Responsibilities of the Executive Director shall be, but not limited to:
- i. Act as a member of the Executive Board.
 - ii. Provide necessary data to the media in the area of Public Relations.
 - iii. Encourage members to continue good public relations within the organization and to reinforce organization goals.
 - iv. Perform duties as assigned by the President.
 - v. Act as a resource for the Board and members of the UBLA.
- f. Quorum: A quorum of at least three members of the Executive Board shall be required to conduct official UBLA meetings. In the event that there cannot be three board members present, the President will appoint a temporary (proxy) board member to be present during the official UBLA meeting.

ARTICLE VII. FISCAL PROCEDURES

Section 1. Fiscal and membership year shall begin on **July 1st** of each year and close on **June 30th** of the following year.

Section 2. The Association is organized exclusively for educational purposes, including, for such purposes, the making of distributions to associations that qualify as exempt associations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Funds: The Treasurer shall manage the funds on behalf of members of the UBLA within policies established by the Executive Board.

Section 4. Bonding: The President, Treasurer or any other person entrusted with handling funds or property of the organization shall furnish, at the expense of the UBLA, a fidelity bond, if requested by the Executive Board, in such sum as the Board shall prescribe.

Section 5. Expense Reimbursement:

- a. Board: The Board shall receive reimbursement for mileage and per diem related to necessary UBLA Board meetings.
- b. Mileage Reimbursement: Mileage shall be reimbursed at the current IRS mileage rate.

- c. Miscellaneous reimbursement: Board members, conference presenters, and UBLA members shall be reimbursed for the reasonable costs of providing conference presentations, materials and equipment for UBLA purposes.
- d. Special consideration: The cost of registration shall be paid by the UBLA for Board members to attend one conference a year if the Board member otherwise would not be able to attend the conference.

Section 6. Recognition of Retiring Members: The Board may recognize those Association members who retire from their municipal positions with a gift. The amount will be determined by the Board.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees: Eligibility Requirements:

- a. Committees Directors are appointed by the President and will report to the President.
- b. Committee Directors must be a member in good standing.
- c. Committee Directors must be eligible to vote.
- d. Committee Directors must be working in the licensing field or have had experience in licensing.
- e. Committee members may be chosen by the Board or Committee Directors.
- f. Committee members may serve on more than one committee if desired.
- g. Any UBLA member may serve on a committee.
 - i. Publications Committee:
 - a) To encourage publication of a newsletter to maintain and promote interest in the organization among its members and prospective members.
 - b) To promote cost effectiveness and consistency in government by publishing effective methods and procedures for licensing.
 - c) Coordinate and disseminate information for the organization's website.
 - ii. Certification Committee
 - a) Make Recommendations to the Board the types of guest speakers for UBLA conferences who will offer information pertinent to UBLA members regarding State and Federal regulations affecting local licensing standards in an effort to meet UBLA certification requirements.
 - b) To recommend specialists in local licensing to present current examples of effective codes, processes and practices at the UBLA conferences.
 - c) To assist the Board in securing presenters upon Board approval.
 - d) Establish requirements for certification with the approval of the Board.
 - e) Review other organization's training/conferences for certification credit, such as the National Bureau of Revenue and Regulatory Officials (NBRRO)

conferences. Determine if submitted documents adequately meet UBLA certification criteria.

iii. Membership Committee:

- a) To seek and encourage the membership of all eligible government entities which are in accord with the goals of the organization.
- b) Contact new members to welcome them to UBLA informing them of the benefits of being a UBLA member.
- c) Any other projects or programs deemed appropriate to further enhance the membership and communication within the organization.

iv. Audit Committee:

- a) To conduct annual audit of the accounts and accounting records of the organization at the close of each fiscal year, and present those reports to the Board.
- b) To conduct special audits of the UBLA accounts as may be requested by the Board.
- c) Members of the Audit Committee shall not be a representative of any agency represented on the current, incoming or outgoing Executive Board.

Section 2. Standard Temporary Committees: Responsibilities under Board Direction:

a. By-laws Committee:

- i. To promote a viable membership through the By-laws and goals which maintain and ensure significance and responsiveness of the organization to the needs of members and prospective members.
- ii. To propose revision of the By-laws to the Board.
- iii. To assist the Board with the By-laws amendment/voting process.

b. Election Committee:

- i. To recruit and recommend to the general membership those eligible and interested in being nominated for Board positions when the terms of office will expire for current officers or when a vacancy occurs.
- ii. To assist with providing and acquiring the Declarations of Candidacy from the nominees and acquiring the required entity consent form from their respective managers.
- iii. To hold elections in accordance with Article XIII Section 5.
- iv. Maintain the election roster and present the results of the election to the Executive Board. .
- v. Distribute and receive absentee ballots for upcoming elections for those members who are not able to attend the conference.

- vi. It shall be the duty of the chair of the Election Committee to verify with the Membership Director that all candidates meet the requirements of Article VI, Section 6 and that all candidates shall accept the office if elected.
- vii. Notice of positions to be filled shall be sent to the Secretary who will send notice to the membership along with the registration information for the Annual Conference.

Section 3. Ad Hoc Committees: Ad Hoc Committees shall be assigned by the Board as various needs may arise. The duration and responsibilities of any Ad Hoc Committee will be directly related to the need therefore.

ARTICLE IX. MEETINGS

Section 1. Regular meeting(s)/conference(s):

- a. No less than one or more than two conferences shall be held each membership year.
- b. A time and place for the next conference shall be decided by the Board and provided to the membership attending the current conference; posted on the UBLA website and in the newsletter approximately two months prior to the conference to be held.

Section 2. Executive Board Meetings:

- a. Board meetings shall be held prior to conferences at a time and place mutually agreed to by the Executive Board.
- b. Board meetings shall be held between conferences, as needed.
- c. There shall be no less than two and no more than six Board meetings per year.

Section 3. Nothing in these By-laws shall prevent the UBLA Executive Board from inviting interested persons or organizations, including vendors, consultants or service organizations who are not members, to participate as observers at meetings, participate in meeting sessions, or in other appropriate capacity as the Executive Board may deem fit.

ARTICLE X. SCHOLARSHIP PROGRAM

Section 1. Purpose: The purpose of the Scholarship Program is to increase the professionalism and expertise of Business Licensing Officials in Utah by awarding financial aid to qualified applicants who, without assistance, would be unable to attend UBLA conferences.

Section 2. Funding:

a. Funding Basis:

- i. The UBLA shall provide scholarship funds to its members to participate in the UBLA conferences based on Board approval of member application for such, and as funding allows.

b. Funding Source:

- i. Scholarships shall be funded from the proceeds of the “Silent Auctions” and/or “Opportunity Drawings” held at UBLA conferences.
- ii. Donations will be accepted for the scholarship fund.

Section 3. Applicant Qualifications:

- a. The applicant’s entity must be a UBLA member in good standing.
- b. The applicant must be a business licensing official for a member entity.
- c. The applicant must have requested his/her municipality to underwrite part of the expense of attending the UBLA conference in question.
- d. The applicant must have evidence in writing that the governing body or administration of the applicant’s municipality has allocated partial funding and has given permission for the applicant to attend the UBLA conference for which funding is requested.

Section 4. Application Guidelines:

- a. Application must be in a format approved by the Board.
- b. Applications must be received by the Treasurer no later than three weeks before the conference.

ARTICLE XI. LIMITATION OF LIABILITIES

Section 1. Nothing herein shall constitute members as partners for any purpose. No member or officer shall be liable for the act or failure to act on the part of any other member or officer. Nor shall any member or officer be liable for his or her acts or failures to act under By-laws, excepting only acts or omissions to act arising out of willful misfeasance.

ARTICLE XII. PARLIMENTARY AUTHORITY

Section 1. All meetings of the duly constituted bodies of this organization shall be governed by the general rules of conduct duly accepted and approved by the general membership.

Section 2. Suspension of By-laws: The By-laws may be temporarily suspended by the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of members in good standing attending any regular or special meeting of the organization, provided the quorum is present.

Section 3. Interpretation of By-laws: The Executive Board shall be the authority for the interpretation of the By-laws.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

Section 1. Proposals:

- a. Amendments to these By-laws may be proposed by:
 - i. The By-laws Committee (Committee).
 - ii. A request signed by ten or more members in good standing.
 - iii. The unanimous mandate of members in good standing in attendance at a regular or special meeting of the UBLA, provided the quorum is present.
 - iv. Amendments shall be proposed in writing and submitted to the Executive Board.
 - v. The Executive Board shall authorize the Committee to submit proposed amendments in writing to the entire membership at least 30 days prior to the date on which the votes are to be counted, except when a unanimous mandate is given according to Section 1, Subsection a., of this Article.

Section 2. Voting:

- a. The balloting on a proposed amendment to these By-laws shall be conducted by mail and/or e-mail.
- b. An affirmative vote of sixty-six and two thirds percent (66 2/3%) of the total membership, at any regular or special meeting, shall designate official adoption of an amendment to these By-laws, and cancels the procedure for balloting by mail or e-mail.

Section 3. Special Meeting(s): The President, with the approval of the Executive Board, may call special meetings from time to time to meet the specific requirements of special interests areas.

Section 4. Quorum: A quorum for the conduct of the business meeting shall consist of 20% of all members in good standing.

Section 5. Voting:

- a. Unless otherwise provided in these By-laws, voting shall be based upon a simple majority of the votes cast by member entities.
- b. Only members in good standing shall be eligible to vote as provided herein.
- c. No more than one vote per member agency shall be cast on each ballot.

- d. Secret balloting may be used at the discretion of the President or when requested by a member qualified to vote.

ARTICLE XIV. REGISTRATION FEE FOR UBLA CONFERENCE

Section 1. A registration fee shall be collected at UBLA conferences from each attendee.

- a. The registration fee shall be set by the Board, based on the cost of providing the conference.
- b. Registration fees shall be the responsibility of the member entities or attendees unless financial relief is requested and granted by the Executive Board.
- c. All or part of the registration fee may be waived by unanimous approval of the Board.

Section 2. The UBLA Treasurer shall be responsible for collecting and distributing the fees and for submitting a financial report for audit.

Section 3. Conference costs, such as hotel, mileage and per diem expenses, shall be the responsibility of the member entities or attendees.

ARTICLE XV. DISSOLUTION

Section 1. The organization shall use its funds only to accomplish the purpose and goals specified in these By-laws. On dissolution of UBLA, any funds remaining shall be distributed in the following manner and sequence:

- a. Outstanding accounts payables shall be paid in whatever sequence designated by the Executive Board.
- b. Restricted funds (e.g. Federal Funds) shall be disseminated in accordance with procedures and restrictions accepted with the funds.
- c. Remaining funds shall be used to pay expenses related to the dissolution of the organization.
- d. Any remaining funds shall be equally distributed among all members in good standing for the current membership year, up to an amount equal to the annual fee.
- e. Any remaining funds shall be equally distributed among all members in good standing for the current membership year.

Section 2. Tangible property: Any tangible properties of the organization shall be dispensed under the supervision of the Executive Board in whatever manner it deems equitable.

Section 3. Before distribution of funds and or tangible properties, the President shall cause the Audit Committee to conduct a special audit of the accounts and other assets of the organization.

Section 4. The Executive Board shall conduct the dissolution process.

Section 5. The Executive Board shall submit a report of the dissolution process and the distribution of funds and tangible properties to all members in good standing in the current and immediate past membership year, and to any other agency with legal interest in the funds and property disposed.

ARTICLE XVI. CONFLICT OF INTEREST

Section 1. If any person who is a trustee or officer of the UBLA is aware that the UBLA is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform the UBLA Executive Board approving the transaction on behalf of the UBLA of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the UBLA, and (c) not be entitled to vote on the decision to enter into such transaction.

AMENDMENTS TO BY-LAWS 09/18/2015