

Soil and Water Conservation Society

Nebraska Chapter

BYLAWS

1997

Adopted at Annual Meeting June 20, 1997
As Amended by membership vote April 6, 2000

ARTICLE I - Name

Section 1. The name of this organization shall be NEBRASKA CHAPTER, SOIL AND WATER CONSERVATION SOCIETY, hereinafter referred to as the "NEBRASKA CHAPTER."

ARTICLE II - Purpose and Objectives

Section 1. Purpose. The Nebraska Chapter is organized for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Objectives. The objectives of the Nebraska Chapter are:

- to advocate the conservation, protection, enhancement, and wise use of soil, water, and related natural resources;
- to develop and communicate statewide a knowledge base on the conservation, protection, enhancement, and wise use of soil, water, and related natural resources;
- to promote a stewardship ethic of soil, water, and related resources that recognizes the interdependence of people, soil, water, and natural resources.

ARTICLE III - Members

Section 1. Members. The membership of the Nebraska Chapter shall consist of regular members, student members, sustaining members, life members, and spouse members. Dual chapter membership is encouraged for members of other chapters wishing to participate in Nebraska Chapter activities. All individual members of any of those categories shall have the right to vote upon any proposition or in any election within the Nebraska Chapter. Fellow and honorary members are special grades of membership.

Section 2. Qualifications for Membership. Members shall be persons who are or have engaged in practicing or teaching soil, water, and related natural resources conservation; carrying on research, technical assistance, or educational work therein; administering activities related thereto; or otherwise pursuing a personal interest in natural resources conservation. Except for Student Members, all Nebraska Chapter members shall be members in the National Soil and Water Conservation Society.

Section 3. Student Members. Student members shall include those students who are enrolled in an accredited college or university and who are pursuing any of the several arts or sciences related to natural resources conservation, or high school students interested in natural resources conservation.

Section 4. Sustaining Members. Sustaining members shall be organizations, agencies, institutions, corporations, firms, or individual members subscribing annually an amount prescribed by the Board of Directors (herein referred to as "Board") to advance the objectives of the Nebraska Chapter.

Section 5. Life Members. Life members shall be those individuals who have been a member for ten consecutive years, who desire to pay a final amount prescribed by the Board to become lifetime members of the Nebraska Chapter.

Section 6. Fellows.

(a) Fellows shall be selected statewide from members who have performed exceptionally outstanding service in providing technical assistance, practicing, investigating, administering, or teaching soil and water conservation or closely allied fields; who have achieved outstanding recognition as leaders in directive or individual work in that field; and who have a well-known record and reputation among members and fellows. In addition they shall have held membership in the Nebraska Chapter for a minimum of ten years and shall have made a significant contribution to the Nebraska Chapter through activities in behalf of the Nebraska Chapter.

(b) Nomination for the grade of fellow shall be made according to criteria and nominating procedures set forth by the Board. Election to the grade of fellow shall be by affirmative vote of at least three-fourths of the Board, except that a Board member who is a nominee shall not vote on his or her own election. A suitable certificate of recognition shall be presented to each newly elected fellow.

Section 7. Honorary Members. Honorary members shall be those individuals elected for this honor by the membership.

Section 8. Termination of Membership. Membership may be terminated by voluntary resignation, by failure to pay dues, or by two-thirds vote of the Board. Termination of membership for reasons other than voluntary resignation or nonpayment of dues shall be preceded by 30 days notification before action is taken against the member whose membership is in jeopardy, so that such member shall have an opportunity to defend himself or herself against accusations made or pending against him or her.

Section 9. Qualifications of Applicants. Except as otherwise provided in the bylaws, the President shall determine the qualifications of all applicants for membership but may refer any doubtful question in respect thereto to the Board. In case of an adverse ruling by the President upon an applicant, the applicant may appeal to the Board, whose decision shall be final.

Section 10. Contributors and Subscribers. In addition to the preceding categories of membership there may be contributors and subscribers who add to the Nebraska Chapter's purposes but do not have member privileges of voting or holding office in the organization.

(a) Contributors shall be those individuals, companies, corporations, organizations, industries, or units of government who help support programs of the Nebraska Chapter through financial gifts or contributions that exceed or are equal in value to a minimum contribution level set by the Board. No individual who has been a member of the Nebraska Chapter may be designated a contributor unless he or she has retired from active employment or the financial gift or contribution is in addition to membership dues.

(b) Subscribers shall be those persons, libraries, companies, organizations, or units of government desiring to receive the *Nebraska Chapter Newsletter*, or an otherwise suitable newsletter or publication name and title determined by the Board, at a subscription rate determined by the Board.

ARTICLE IV - NEBRASKA CHAPTER MEETINGS

Section 1. Nebraska Chapter Meetings. The annual meeting of the Nebraska Chapter shall be held in a place and time to be determined by the Board. At least three months notice thereof shall be given by publication in the Nebraska Chapter's official organ and otherwise as the Board may direct. Prior to the upcoming annual meeting, and at least a year in advance of the subsequent meeting, the President shall appoint an annual meeting and program committee of such membership as he or she shall deem proper to prepare a program for the subsequent annual meeting.

ARTICLE V - Board of Directors

Section 1. Board of Directors. The Nebraska Chapter shall have a governing body known as the Board of Directors, consisting of one Board member elected by Nebraska Chapter members of each established section as described in this Article and elected by members of that section, one Board member At-Large, elected by all members, one student member elected by all student members, one member elected by the Northeast Chapter, and the five Nebraska Chapter officers. Each director and officer shall be a member in good standing of the Nebraska Chapter as described in Article III above.

Section 2. Regional Sections. Regional sections and chapters of the Nebraska Chapter are (1) the Blue Nemaha Section, comprising the counties of Fillmore, Saline, Thayer, Jefferson, Gage, Johnson, Nemaha, Pawnee, and Richardson; (2) the Lincoln Section, comprising the counties of Colfax, Dodge, Washington, Douglas, Sarpy, Cass, Otoe, Lancaster, Saunders, Butler, Seward, Polk, York, and Hamilton; (3) the Nebraska Panhandle Section, comprising the counties of Sioux, Dawes, Sheridan, Box Butte, Scotts Bluff, Banner, Kimball, Morrill, Cheyenne, Garden, Deuel, Arthur, and Keith; (4) the Nebraska Sandhills Section, comprising the counties of Cherry, Keya Paha, Brown, Rock, Boyd, Holt, Grant, Hooker, Thomas, McPherson, Logan, Blaine, Loup, Custer, Garfield, Wheeler, Valley, Greeley, Sherman, and Howard; (5) the South Central Nebraska Section, comprising the counties of Lincoln, Perkins, Chase, Dundy, Hayes, Hitchcock, Frontier, Red Willow, Dawson, Buffalo, Hall, Gosper, Phelps, Furnas, Harlan, Kearney, Franklin, Adams, Clay, Webster, and Nuckolls; and (6) Northeast Nebraska Chapter, comprising the counties of Knox, Cedar, Dixon, Dakota, Antelope, Pierce, Wayne, Thurston, Boone, Madison, Stanton, Cuming, Burt, Nance, Merrick, and Platte.

Section 3. Board Members.

(a) Board members shall be elected for 3-year terms, except as stated herein. The terms of office for elected Board members shall begin immediately following the Nebraska Chapter annual meeting or on September 1 if an annual meeting is not to be held. The regional section board member elections shall be so arranged that regions 1 and 2 (Blue Nemaha and Lincoln) shall elect their Board members in the same year as the At-Large director; regions 3 and 5 (Panhandle and South Central) the following year; and region 4 (Sandhills) the next year. The Board Member from the Northeast Nebraska Chapter shall be elected and their term defined according to procedures established by the Northeast Nebraska Chapter. However, the Northeast Nebraska Chapter is encouraged to follow the process established in this Section and to coordinate their elections with region 4 (Sandhills). Each Board member shall serve until his or her successor has been elected and has qualified. The term of the student Board member shall be for 1 year only. The student board member shall be elected annually by all student members of student chapters within Nebraska. In case of vacancy, a Board member shall be elected at the next regular election to the fill the balance of the unexpired term beginning following the next Nebraska Chapter annual meeting, or on September 1, if annual meeting is not to be held.

(b) The Board shall determine any question regarding the election or term of any Board member not covered by these bylaws.

(c) Regional Board members shall represent the members within their respective regional section on affairs of the Nebraska Chapter. They will assist in keeping the members within their sections informed of Nebraska Chapter affairs, Board decisions, and programs to enhance the work of the Nebraska Chapter. However, members may communicate directly with the Board.

(d) The student Board member shall represent the student members and student chapters on affairs of the Nebraska Chapter. He or she will assist in keeping officers of student chapters informed of Nebraska Chapter affairs, Board decisions, and programs to enhance the work of the Nebraska Chapter. Student chapter officials, however, may communicate directly with the Board.

Section 4. Nomination and Election Procedure.

a) The President shall appoint a nominations committee consisting of one member from each of the Nebraska Chapter's five sections, one of whom shall serve as chairperson. Individuals holding dual membership in the Nebraska Chapter and the Northeast Nebraska Chapter may also serve on the nominations committee. The sectional members of the committee shall serve three-year terms in the same sequence as regional Board members. The chairperson of the nominations committee will be appointed annually. The President's candidates for appointment to the nominations committee shall be approved by a vote of the Board no later than five months before the annual meeting.

(b) The nominations committee shall nominate and submit to the President not later than three months before the annual meeting a list of candidates whom the committee deems meets the qualifications for Board membership and who have consented to have their names appear on the ballot, including at least one candidate for each position to be filled.

(c) The nominations committee shall accept recommendations for nominees from members of all appropriate chapters and sections.

(d) In addition to nominations from the committee, recommendations for nominees may be made by the Nebraska Chapter, by the executive committee if authorized by the Nebraska Chapter, or by a petition if signed by 20 or more voting members of the Nebraska Chapter. All recommendations for nominations, in order to be considered, must reach the nominations committee by the date established by the Board.

(e) The annual election shall be by mail ballot as hereinafter provided.

(f) At least 30 days prior to the election date, the Elections Committee chair shall mail a notice thereof to each member of the Nebraska Chapter eligible to vote, together with instructions for voting and a written or printed ballot containing a list of all candidates certified by the nominations committee. Suitable ballot envelopes should be enclosed.

Section 5. Election Committee.

(a) An elections committee shall be composed of at least four Nebraska Chapter members (excluding Board members) who shall be confirmed by the Executive Committee and who shall agree, upon appointment by the President, to count ballots at an appropriate site on a date previously designated by the Board. The committee chair shall be appointed by the President and confirmed by the Executive Committee.

(b) The Elections Committee chair shall receive, record, and safeguard the ballots as stipulated by Board policy.

(c) At a time specified by the President prior to the annual meeting, the chair of the elections committee will certify to the President that all official ballot envelopes have been received from qualified voters, and at which time the election committee shall meet and count the ballots.

(d) The election committee shall perform their duties and document the results of their count as stipulated by Board policy.

(e) The candidate receiving the greatest number of votes for each position shall be elected to that position. In case of a tie vote for a position in any election, the Board shall determine who shall be certified to that position.

(f) The elections committee shall certify the results of the election to the President and shall deliver the ballots and an attested copy of such certification to the President, who shall hold the same available for inspection by any member for six months thereafter, whereupon the ballots may be destroyed.

(g) Announcement of the results of the election shall be made by the President at the annual meeting and through publication in the official organ of the Nebraska Chapter.

(h) Board policy may cover further procedural details of elections and will govern items not specified herein.

Section 6. Duties of the Board. The Board shall (1) control and manage the affairs and funds of the Nebraska Chapter; (2) fill, until the next annual election, any vacancy occurring in the membership of the Board; (3) recommend to the Nebraska Chapter the adoption of amendments to or revisions of the bylaws; (4) identify important natural resource issues to be addressed by the Nebraska Chapter; and (5) perform such other duties as may be prescribed in the bylaws. Four voting members of the Board shall be required for quorum for the transaction of business and, except as may be otherwise specifically provided in the bylaws, a majority of a quorum of the Board voting on any matter within the scope of the authority of the Board shall be required of its determination.

Section 7. Meetings of the Board. Meetings of the Board may be called by the President or by a majority of the voting members of the Board. At least 10 but not more than 50 days notice of the date and place of each meeting and the general nature of the business to be acted upon shall be given to all members of the Board by mail or in person.

Section 8. Executive Committee. An Executive Committee consisting of the President, Vice President, Past President, Secretary, Treasurer, shall handle routine and emergency business as directed by the Board. Three voting members of the Executive Committee shall be required for a quorum for the transaction of any business. In actions by the Executive Committee each member named in this section shall have an equal vote.

Section 9. Committees and Task Forces. Except as otherwise provided in these bylaws, standing or temporary committees and issue/problem-oriented task forces may be established by the Board for any purpose within the scope of the objectives of the Nebraska Chapter. The President may establish special temporary committees for like purposes not otherwise provided. The President shall appoint the members of all committees and task forces, except as otherwise directed by these bylaws or the Board. All committees and task forces shall report on their activities as directed by the creating authority.

Section 10. Finance Committee. A finance committee, including, but not limited to, the Treasurer, shall be appointed by the President to advise the Board and the officers regarding the annual budget, the handling of the Nebraska Chapter's funds and investments, and any other business matters of the Nebraska Chapter.

ARTICLE VI - Officers

Section 1. Principal Officers. The principal officers of the Nebraska Chapter shall be the President, Vice President, Past President, Secretary, and Treasurer, each of whom shall be a member, sustaining member, or life member. Election to the Board is not mandatory for members to hold office. Officers shall be voting members of the Board of Directors.

Section 2. Term of Office. The term of office of elected and appointed officers shall commence immediately following the Nebraska Chapter's annual meeting after their election or appointment and continue until immediately following the next annual meeting, except as provided in Section 4 of this article.

Section 3. Nominations and Election Procedures.

(a) The nominations committee shall nominate and submit to the President at least 30 days prior to the election date, a list of candidates for officers of the Nebraska Chapter whom the committee deems meets the qualifications of officer and have consented to have their names presented.

(b) The Board members shall elect the President, Vice President, Secretary, and Treasurer for the forthcoming year after the election of the Nebraska Chapter Board members and immediately prior to the annual meeting.

Section 4. Term of Officers. Each officer shall serve a one-year term that will begin immediately following the Nebraska Chapter's annual meeting and serve until his or her successor has been elected and has qualified. Officers may succeed themselves, if so elected.

Section 5. Duties of the President. The President shall preside at meetings of the Nebraska Chapter, the Board, and Executive Committee; shall appoint all committees, unless otherwise directed by the bylaws or the Board; and shall perform all other duties incident to his or her office. The President shall preside over the annual meeting planned during his/her term, announce board and officer selections for the forthcoming year, and present the gavel to the newly appointed President at the conclusion of the annual meeting.

Section 6. Duties of the Secretary. The Secretary shall ensure that accurate records of Nebraska Chapter actions are kept.

Section 7. Duties of the Treasurer. The Treasurer shall ensure that accurate records of Nebraska Chapter financial accounts are kept. He or she shall ensure that the financial accounts of the Nebraska Chapter are audited at the close of each fiscal year and at other times as directed by the Board.

Section 8. Succession. In the absence or disability of the President, the Vice President shall serve in the capacity of the President. In the absence or disability of the Vice President, the line of succession shall be to the Treasurer and then to the Secretary.

Section 9. Reports of Officers. The President and Treasurer shall report to the Nebraska Chapter at the annual meeting regarding their respective activities and the affairs of the Nebraska Chapter with which they were concerned during the preceding year. The Treasurer's report shall cover the fiscal year ending March 31 and such further time as may be practicable.

ARTICLE VII - Dues and Finances

Section 1. Dues.

(a) The annual dues for the Nebraska Chapter of each category of membership shall be determined by the Board based on the needs of the Nebraska Chapter.

(b) Any special rate dues category determined by the Board, for reasons such as retirement or additional family members of the same family, shall not change the category of membership to which the member is otherwise entitled.

Section 2. Dues Payable Dates. Dues shall be payable annually in advance of the member's anniversary date. A member of any category in arrears 60 days following his or her anniversary date shall be delinquent and shall forfeit all privileges of membership until his or her dues are paid.

Section 3. Finances.

(a) No part of the net earnings of the Nebraska Chapter shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Nebraska Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the activities of the Nebraska Chapter. No substantial part of the activities of the Society shall be in carrying on the propaganda or otherwise attempting to influence legislation, and the Nebraska Chapter shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, the Nebraska Chapter shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) No compensation shall be paid to any elected officer or Board member.

(c) Board members, committee members, and other representatives of the Nebraska Chapter may, if expressly authorized by the Board, be reimbursed for actual expenses incurred in attending meetings or transacting Nebraska Chapter business.

Section 4. Fiscal Year. The fiscal year of the Nebraska Chapter shall be from April 1 through March 31 following. Prior to the beginning of each fiscal year, the President, working with the finance committee, shall prepare and submit to the Board an itemized budget for the upcoming year. Upon approval of the budget by the Board, the President may make expenditures within the provisions and limitations of the budget as approved or amended by the Board without further authorization. Otherwise, no expenditures shall be made without express authorization from the Board. The Board may amend the budget at any time.

Section 5. Gifts. The Nebraska Chapter may receive gifts, bequests, donations, grants, or funds for any purpose within the scope of its objectives.

ARTICLE VIII - Regional Sections, and Student Chapters

Section 1. Regional Sections. A regional section of the Nebraska Chapter may be authorized by the Board by (1) written petition of ten or more members officially representing a majority of the chapters/sections to be included in its territory or (2) written resolutions from a majority of the chapters/sections within the proposed section requesting the Board to authorize the section. Such sections may cooperate on activities of mutual interest, without the necessity of formal organization, and shall have no jurisdiction over chapters.

Section 2. Student Section. Student sections of the Nebraska Chapter may be authorized by the Board upon written petition of 10 or more student members. Four or more student members may organize a student branch to be affiliated with a regular chapter.

Section 3. Bylaws and Debts of Affiliates. The student sections, or any chapter, subject to the approval of the Board, may adopt such bylaws, as it may find expedient, provided that no part of thereof shall conflict with the articles of incorporation or the bylaws of the Nebraska Chapter. No section bylaws may provide for the section membership of voting and holding office in the section by any person who is not a member of the Nebraska Chapter. The Nebraska Chapter shall not be responsible for the debts or obligations of any section, student sections, or regional division.

Section 4. Meetings of Affiliates. Each student section and chapter must hold at least one meeting each year to retain its authorization and charter.

Section 5. Termination of Existence and Affiliates. The Board may rescind the authorization and terminate the existence of any student section or chapter. Any student section or chapter that fails for two

successive years to maintain a minimum of ten members in good standing in the Nebraska Chapter may, at the discretion of the Board, be required to forfeit its title and rights under these bylaws.

Section 6. Geographic Areas. Every application for a section, or chapter shall include a description of the geographic area proposed to be served. In case of conflict over territory between the applicants for a new section, or chapter, the President shall notify the parties concerned and allow them an opportunity to determine the boundaries in dispute by mutual agreement, subject to the approval of the Board. Failing such determination, the Board shall determine the boundaries.

Section 7. Meeting Attendance. Any Nebraska Chapter member may attend the meetings of any section, or chapter, but may vote in the one to which he or she is affiliated.

ARTICLE IX - Scholarships, Awards, Etc.

Section 1. Scholarships, Awards, Etc. The Nebraska Chapter may from time to time, at the direction of the Board, offer scholarships, medals, or other awards in recognition of outstanding work or ability in the field of natural resources. Such scholarships, medals, and awards shall be offered on a nondiscriminatory basis, and Board members shall not participate in the granting of such items to their family members, as defined in Internal Revenue Code Sec. 267(e)(4).

ARTICLE X - Amendments

Section 1. Amendments. These bylaws shall be amended when a proposal submitted by the Board is approved by a two-thirds vote of the members voting on the proposal by mail at a regular annual election or at a special election called by the Board. A copy of the proposed amendment, with a ballot stating clearly its general object and referring to the particulars, shall be mailed by the President to each member of the Nebraska Chapter, in good standing, at least 30 days before the date set for the election. An amendment shall, unless otherwise provide therein, be effective immediately upon its adoption. The ballots for any proposed amendment shall be mailed, handled, and counted as provided for the election of officers, and the results shall be announced by the President as soon as practicable.

ARTICLE XI - Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Nebraska Chapter shall end at the close of business on the last day of March each year.

Section 2. Nonliability. A director, officer, member or other volunteer of the Nebraska Chapter is not liable for the Nebraska Chapter's debts or obligations and a director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Nebraska Chapter, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law. The directors, officers, members, or other volunteers of the Nebraska Chapter have agreed to serve in the respective capacities in reliance upon the provisions of this Article.

Section 3. Indemnification. This Nebraska Chapter shall indemnify officers, members, or other volunteers of this Nebraska Chapter, and each director, officer, member, or other volunteer of this Nebraska Chapter who is serving or who has served at the request of this Nebraska Chapter, as a director, officer, partner, trustee, or employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgment, penalties, fines, settlements, and reasonable expenses actually incurred by such director, officer, employee, members, or other volunteer of this Nebraska Chapter or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that mandatory indemnification required by this sentence shall not apply to

(a) to breach of such director's, officer's, employee's, member's, or other volunteer's duty of loyalty to the Nebraska Chapter; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) for a transaction from which such director, officer, member, or other volunteer derived an improper personal benefit or against judgment, penalties, fines, and settlement arising from any proceeding by or in the right of the Nebraska Chapter, or against expenses in any such case where such director, officer, employee, member, or other volunteer shall be adjudged liable to the Nebraska Chapter.

Section 4. Prohibited Transactions. No part of the net earnings of the Nebraska Chapter shall inure to the benefit of any individual. The Nebraska Chapter shall make no loans to its directors or officers. This Nebraska Chapter shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States, or and amendments thereto. This Nebraska Chapter shall not: (a) lend any part of its income or corpus, without receipt of adequate security and reasonable interest, to; (b) pay any compensation, in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered, to; (c) make any part of its services available on a preferential basis, to; (d) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth, to; or (e) engage in any other transaction which results in a substantial diversion of its income or corpus, to; any person who has made a substantial contribution to this Nebraska Chapter.

ARTICLE XII - Dissolution

Section 1. Actions of Dissolution. Upon the dissolution of the Nebraska Chapter, The Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Nebraska Chapter, dispose of all of the assets of the Nebraska Chapter to a nonprofit organization(s) with objectives similar to the Nebraska Chapter, Soil and Water Conservation Society as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the organization's assets are then located, exclusively for such purposes. In no event will any Board member, employee, or member benefit from such assets except for authorized expenses incurred by such Board member, employee, or member in conducting Nebraska Chapter business.