

# Duanesburg Business Association By-Laws

## Article I NAME

The organization shall be known as The Duanesburg Business Association.

## Article II PURPOSE

The purposes of the organization are:

- A. To foster and encourage a favorable business climate;
- B. To encourage loyalty to the Duanesburg Business Association while promoting its aims and ideals;
- C. To cooperate with the Duanesburg Business Association and its officers; and
- D. To support business and community growth through good government.

## ARTICLE III MEMBERS AND VOTING

### Section 1.

Persons eligible for membership shall have registered their dba, company, corporation or partnership; shall be a retired business person, or any business owner or operator who resides in within the United States. Prior to becoming a member, all applicants must complete a membership application form, which shall be reviewed by the membership committee. The membership committee shall forward the completed application to the Executive Board with a nonbinding recommendation to accept or deny membership.

**1a.** Members must designate or appoint a duly noted representative to represent them.

### Section 2.

The Voting Membership shall consist of all members that meet the membership criteria listed above. Each member will have one vote and only one member per business shall be allowed to serve in the capacity of officer or committee chairperson at one time. To be eligible to vote on any issue in the interests of the Association, a member business cannot be absent for three consecutive regular meetings prior to the vote.

## Article IV MEETINGS

### Section 1.

The Annual Meeting shall be held the first week of March each year.

### Section 2.

The regular meetings of the Association shall be on the first Monday of the month at 6:30 p.m., unless otherwise specified. Meeting places may be proposed and specified at previous meetings, notice through email and posted on the DBA web site. There shall be a minimum of eight meetings of the Association each year. Special meetings may be called at anytime during these months with notice to all members.

### Section 3.

Special meetings shall be called by the president if needed, on not less than 5 business days` notice to the members. The Executive Board shall meet at the call of the president.

### Section 4.

Ten percent of the Voting Membership (including officers) present in person shall constitute a quorum at any regular or special meeting.

### Section 5.

Email voting shall also be acceptable for matters that arise outside of a meeting. Notice of the e-mail vote shall be given to all members with reasonable specificity as to the matter to be voted upon. Not less than 10% of the Voting Membership must cast their ballot through email in order for the proposed motion to be decided. Members that do not reply, by scheduled deadline, casting a vote through email shall not be considered as part of the required 10%. Email transmissions that contain a matter on the floor for vote shall require a deadline date for a Members vote to be cast.

### Section 6.

The order of business at all regular meetings shall be as follows:

1. The month to month agenda.

### Section 7.

Roberts Rules of Order shall govern in any case not covered by these by-laws.

## Article V Board of Directors and Officers

### Section 1.

The Board of Directors consisting of (7) members shall be elected at large from the membership at the annual meeting. At that time, the Executive Board shall be elected from the group of (7) Board

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Members. The Executive Board shall consist of a president, vice president, secretary and treasurer. The Executive Board shall have the power to do all lawful acts, which they deem desirable to promote the objects and interests of the Association including but not limited to appointing individuals or committees on a temporary, project specific basis, to advise the executive board on any specific issue.

## Section 2.

No person shall be eligible for election as an officer of the Association unless they: are a dues paying member of the Voting Membership; are nominated; and accept the nomination. There shall be no term limitation.

## Section 3.

The Board of Directors shall be elected by ballot at the annual meeting. All votes shall be by majority of those present at the annual meeting, provided a quorum is present.

## Section 4.

The officers shall perform the duties and services customarily performed by persons holding such positions. In addition:

A. The president shall appoint all committee chairpersons and shall select two voting members semi-annually to audit the books. All committee chairpersons shall be persons eligible for Voting Membership;

B. In the president's absence, the vice president shall preside at all meetings. In the absence of both president and vice president, the secretary will call the meeting to order and appoint a presiding officer for that meeting;

C. The vice president shall assist in planning the activities of the Association;

D. The secretary shall keep the roll of the Association and a record of all meetings and all matters of which a record shall be deemed advisable; shall be ex-officio secretary of the Executive Board; shall conduct all correspondence; send all notices of meetings when necessary; perform such other duties as may properly belong to the office; shall have the power to contract such indebtedness on behalf of the Association as is necessary for postage, stationery, and printing; and

E. The treasurer shall keep a just and true account of all monies received and shall disburse the same only when ordered to do so; and shall render a report at each regular meeting of the Association.

## Article VI FINANCE

### Section 1.

No monies shall be disbursed except by check. The membership and/or Executive Board shall authorize all expenditures.

### Section 2.

The annual dues for the Voting Membership shall be \$100.00 for Regular Membership, \$75.00 for each additional business, \$50.00 Individual/Retired Business Professionals and No membership fee for all Not for Profits. (501)

## Article VII COMMITTEES

### Section 1.

There shall be the following standing committees appointed by the president at the next regular meeting following the election of officers:

1. Membership
2. Communications
3. Fundraising
4. Information
5. Fireworks
6. Parade
7. Scholarship

## Article VIII COMMUNICATION

Acceptable forms of official communication between the Membership and Executive Board shall be either, Written, USPS, oral at monthly or called meeting and Email. Email may be used as an open forum for presentation of any proposed new task, discussion, duty, assignment, request for assistance or any other matter. However, the entire Membership must be included on all official transmissions.

## ARTICLE IX AMENDMENT

These by-laws may be amended at any regular meeting of the Association by a two-thirds vote of the membership present, provided the amendment was proposed at a meeting of the Executive Board and presented in writing at a previous regular meeting of the Association.