

# **BYLAWS OF THE NORTH SALEM BUSINESS ASSOCIATION**

## **ARTICLE I. NAME AND GEOGRAPHIC FOCUS**

- Section 1.** The name of this organization shall be the NORTH SALEM BUSINESS ASSOCIATION (hereinafter called “the Association”).
- Section 2.** The Association will focus its efforts on businesses located north of downtown Salem, specifically in these Salem neighborhoods: Northgate, Grant, Highland, Lansing, Northeast Salem, Northeast Neighbors and North Lancaster.

## **ARTICLE II. PURPOSES AND OBJECTIVES**

- Section 1.** The Association is organized to improve the business conditions of the North Salem community.
- (a) The common business interest of all members is to inform the public of the goods and services provided in the North Salem community and encourage the use of those goods and services.
  - (b) To encourage research, discussion, study, and action to address issues such as business development, business regulation and legislation, and other issues impacting the healthy development of the North Salem community.
  - (c) To strengthen and maintain the highest standards of business, community service and ethical conduct by all members of the Association.
  - (d) To exchange ideas and experiences, collect and disseminate information that may enhance or improve the professional knowledge, business standing and community partnerships of the Association membership.
  - (e) To bring together Association members, invited guests and visitors for mutually beneficial exchange of ideas and information, as well as discussion of issues between representatives of all walks of business: private or public, for-profit or nonprofit.
- Section 2.** The Association shall be nonpartisan and non-sectarian.

**ARTICLE III.  
MEMBERSHIP**

- Section 1.** The members of the Association shall consist of those individuals, partnerships, firms, or corporations residing in or doing business in the North Salem area who (a) are interested in the purposes and objectives of the Association, and (b) who have fully paid dues for the current year.
- Section 2.** MEMBERSHIP APPLICATION: Application for membership may be made by completing the regular membership application form of the Association. Any applicant admitted to membership automatically agrees to adhere to the Bylaws, rules and regulations of the Association. All applications for membership shall be filed with the Treasurer.
- Section 3.** VOTING RIGHTS: Any member shall be entitled to cast one vote.
- Section 4.** TERMINATION: Membership in the Association may be terminated:
- (a) For good cause by affirmative vote of not less than three-fourths (3/4) of the total membership of the Board of Directors.
  - (b) When a member ceases to have an interest in the Association, or
  - (c) A member will be automatically dropped March 1<sup>st</sup> if the January dues are not paid.

**ARTICLE IV.  
DUES AND OTHER INCOME**

- Section 1.** RATE: The Board of Directors shall fix the amount of annual dues. Thirty (30) days' written notice of the revised dues schedule shall be given to the membership. The membership dues, effective May 2008, are as follows:
- \$60.00 for a business membership
  - \$48.00 for a nonprofit membership
  - \$36.00 for an individual membership
  - Prospective members may request to have their dues waived. Request for waiver requires a letter be attached to the membership application describing the need.

Membership dues cover the period of January 1<sup>st</sup> through December 31<sup>st</sup>.

- Section 2.** WHEN PAYABLE: Members shall be billed for dues in December for the ensuing calendar year, with dues payable no later than January 20th. New members shall pay an appropriate pro-rated membership rate, pro-rated monthly through December of the year their membership initiates.
- Section 3.** DELINQUENCIES: Members who are delinquent in the payment of dues for more than ninety (90) days may be terminated.
- Section 4.** OTHER INCOME: No part of the net earnings will inure to the benefit of any member or individual. The Association is not organized for profit and will not engage in activity that is ordinarily carried on for profit. Other income (any other than dues) will be generated from activities substantially related to the exempt purpose.

## **ARTICLE V. MEETINGS**

- Section 1.** FISCAL YEAR: The fiscal year of the Association shall run concurrent with the calendar year: January 1<sup>st</sup> through December 31<sup>st</sup>.
- Section 2.** MEETINGS: Regular meetings of the general membership of the Association shall be held at the hour and day designated by the Board of Directors.
- Section 3.** ANNUAL MEETING: The annual meeting of the Association shall be held the month of January each year and shall have as an item of business the election of officers and members of the Board for the ensuing year.
- Section 4.** QUORUM: Attendance of thirty percent (30%) of the members in good standing shall constitute a quorum at all membership meetings.
- Section 5.** SPECIAL MEETING: At the President's discretion, special meetings of the Association membership may be called when requested in writing addressed to two (2) members of the Board of Directors by five (5) regular Association members in good standing. The purpose of a special meeting of the general membership may be to address any matter previously raised to either the Board of general membership. Written notice shall be provided to each Association member at least five (5) days in advance of the date of said special meeting.

## **ARTICLE VI. BOARD OF DIRECTORS STRUCTURE AND RESPONSIBILITIES**

- Section 1.** ELECTED MEMBERS: The government and administration of the Association, the direction of its work and control of its property shall be vested in a Board of Directors consisting of the following:

**Elected Officers** shall serve a one (1)-year term:

- President
- Vice President
- Secretary
- Treasurer
- Past President

**Directors-at-Large** shall serve a two (2)-year term:

- Up to six (6) Directors-at-Large shall be elected, with the total number designated annually at the discretion of the Nominating Committee.

**Section 2.** One half (1/2) of the Directors-at-Large shall come up for election each year. No member shall serve as an Elected Officer and Director-at-Large simultaneously.

**Section 3.** QUALIFICATIONS OF MEMBERS OF THE BOARD OF DIRECTORS: All members of the Association in good standing shall be eligible to act as Officers and Directors. No more than two representatives of member firms may serve on the Board of Directors at any one time.

**Section 4.** LACK OF ATTENDANCE: Unexcused absence for any three (3) consecutive regular meetings of the Board of Directors shall cause the President to declare a vacancy. An unexcused absence shall mean that prior notice of inability to attend has not been given to any executive officer.

**Section 5.** SPECIAL MEETINGS: A special meeting of the Board of Directors may be called by the President or by any three (3) Board members, provided that written notice shall be issued to every Board member at least five (5) days prior to the date of the meeting stating the purpose of the meeting.

**Section 6.** QUORUM: Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum at any regular meeting. For a special meeting or telephone poll, a quorum shall be seventy-five percent (75%) of the Board members.

**Section 7.** VACANCIES: Any vacancy on the Board may be filled for the unexpired term by appointment from the membership made by the President, with the concurrence of the Board of Directors.

**Section 8.** RULES: The Board shall have power an authority to make, alter, amend and enforce rules regulating use of the Association properties. It shall have the power and authority to make, alter, amend, and enforce rules for its own government and shall have the power to decide all questions not governed or determined by the Articles of Incorporation and Bylaws.

**Section 9.** SPECIAL COMMITTEES AND STANDING COMMITTEES: The Board of Directors shall authorize and define the powers and duties of all Special Committees and Standing Committees. The President shall appoint all Chairpersons. An opportunity shall be provided for all members in good standing to volunteer for participation in all committee activities. Such bodies have no power to commit the Association on any matter of general policy.

Standing Committees may include:

- (a) Executive Committee
- (b) Membership Committee
- (c) Program Committee
- (d) Nominating Committee
- (e) Budget Committee
- (f) Retail Promotion and Advertising Committee
- (g) Business/Community Relations Committee
- (h) Audit Committee

Members of Standing Committees shall serve one (1)-year terms concurrent with the regular year of the Association.

All resolutions, reports and other communications adopted by Standing or Special Committees which purport to reflect the attitudes of the Association shall first be approved by the Board of Directors or the Executive Committee before being made available either to the membership of the Association or to the public, except such as shall be approved or authorized in advance.

**Section 10.** AUDIT COMMITTEE: The Audit Committee will review the books each year and a detailed report of the review shall be made to the Board of Directors.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

**Section 1.** STRUCTURE AND AUTHORITY: The Executive Committee shall be composed of the Elected Officers of the Association: President, Vice President, Secretary, and Treasurer. In the interim between meetings of the full Board of Directors, the Executive Committee shall control the routine business of the Association. The Executive Committee shall have general supervision of the finances and prosperity of the Association and shall have authority to order disbursements for necessary expenses, but shall not exceed the adopted budget allowances provided for such expenditures approved by the Board of Directors. Three (3) members of the Executive Committee shall constitute a quorum at any meeting.

**Section 2.** FINANCE AND BUDGET: The Executive Committee shall also perform specific duties regarding Finance and Budget. Its duties shall be to receive and consider, prior to the beginning of each fiscal year, estimates of expenditures for the ensuing year, as prepared and filed by the Special and Standing Committees.

Upon completion of the budget preparation, the Executive Committee shall submit it to the Board of Directors as their recommendation for a budget appropriating the funds and controlling the expenditures of the Association during the fiscal year. This budget may be approved, amended or rejected by the Board. After the final adoption of the budget, no indebtedness shall be incurred or expenditures made contrary to the provisions thereof, unless approved by the Board of Directors. Otherwise, the Executive Committee will have control of the finances of the Association with the limits of said budget.

## **ARTICLE VIII. NOMINATIONS**

- Section 1.** NOMINATING COMMITTEE: The President shall, at the regular membership meeting in October, announce a Nominating Committee consisting of three (3) members of the Board of Directors in good standing. The Nominating Committee shall provide at least five (5) days' notice to the full membership announcing the date of their meeting. Any member of the Association in good standing may submit suggestions for nomination to the Committee prior to such meeting date.
- Section 2.** METHOD OF NOMINATION: The Nominating Committee shall select nominees for each office, designate the number of Directors-at-Large for the ensuing year, and select nominees for those positions from the Association membership. In selecting nominees, the Committee shall endeavor to select diversified representatives of the membership. Any member(s) of the Association in good standing may nominate a member or members for any office or as a Director-at-Large, providing the person placing the name in nomination has previously obtained the agreement of the person or persons so nominated.
- Section 3.** REPORT OF NOMINATING COMMITTEE: The Nominating Committee shall announce to membership the nominees at the regular November membership meeting and the Nominating Committee's nominees shall be printed in the announcement of the regular November meeting. Nominations from the floor may be added as provided above.

## **ARTICLE IX. ELECTION OF OFFICERS AND DIRECTORS**

- Section 1.** ELECTION BOARD: The President shall confirm the Nominating Committee as an Election Board to oversee the annual election process.
- Section 2.** BALLOT: The names of candidates nominated shall be prominently displayed. Each office shall be balloted separately by secret ballots beginning with the office of President. Unsuccessful nominees for one office may be nominated from the floor, as provided above, for subsequent offices or directorships.

**Section 3.** VOTING: Members may vote in person or by proxy the first regular Association meeting in November. Voting shall be by individuals only and no member shall cast more than one vote. Persons to whom memberships have been assigned shall vote as individual members. Cumulative voting shall not be allowed. Results shall be announced immediately and in the local press and at the next regular meeting and by published notice to the membership.

**Section 4.** PROXIES: Any member in good standing may appoint, in writing, any other member in good standing to vote on his/her behalf at the regular election meeting, providing, however, that the member casting another member's vote shall publicly announce to the meeting the name of the member in whose proxy he or she is casting a vote or votes. Proxy votes can not be asserted on nominations from the floor.

**Section 5.** DETERMINATION OF THE VOTE: If a tie vote occurs in the selection of any officer or director, the position shall be decided by a toss of a coin.

## **ARTICLE X. OFFICERS**

**Section 1.** ELECTION: By January 1<sup>st</sup> of each year, after the Officers and Directors-at-Large on the Board have been elected, the Nominating Committee shall report and certify to the outgoing Board of Directors the new Directors and Officers for the next fiscal year. All of said officers must be members in good standing of the Association. Officer shall serve for one (1) year and may be re-elected for not more than one (1) additional consecutive term in the same office.

**Section 2.** PRESIDENT: The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee and perform all duties pertinent to his/her office.

All deeds, mortgages, contracts, and other instruments affecting the properties and operations of the Association shall be signed by the President and countersigned by the Secretary, when authorized by proper resolution of the Board of Directors. Authority to sign these legal instruments, in the name of and on behalf of the Association, may also be delegated by resolution of the Board of Directors to some other suitable officer or employee of the Association.

In case of death, resignation, absence or disability of any officer of the Association, the Executive Committee may appoint an individual to perform the duties of such office until the disability has been removed or until the next meeting of the Board of Directors, when the vacancy shall be filled by election in the usual manner.

- Section 3.** VICE PRESIDENT: The Vice President shall generally assist the President and act in the absence of the President; shall be a member of the Executive Committee, charged with the proper administration of the Association; and perform such other duties as shall be presented by the President or the Board of Directors.
- Section 4.** SECRETARY: The Secretary shall serve as a member of the Executive Committee, charged with proper administration of the Association; and perform such other duties as may be assigned by the President and prescribed in Section 2.
- Section 5.** TREASURER: The Treasurer shall serve on the Executive Committee, receive and deposit all Association funds in the name of the Association in a financial institution approved by the Board of Directors, issue receipts and make authorized disbursements by check after proper approval by the President or Board of Directors. The Treasurer shall work with the Budget Committee to prepare the Association's annual budget, make regular financial reports to the Board of Directors, render an annual financial statement to the Association's members, and perform all duties incident to the office. The Treasurer shall also perform such other duties as may be assigned by the President.

#### **ARTICLE XI. PARLIAMENTARY PROCEDURE**

- Section 1.** The rules contained in the latest edition of *Roberts Rules of Order* shall govern the procedure of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of this Association.

#### **ARTICLE XII. AMENDMENT**

- Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors through the following procedures:
- (a) Following a study by the Executive Committee, the proposed changes or amendments shall be presented to each member of the Board of Directors in writing with the recommendations of the Executive Committee.
  - (b) Not less than ten (10) days thereafter, the Board shall vote on the proposed amendments, or may elect to submit the proposed changes to the next regular membership meeting.

**ARTICLE XIII.  
DISSOLUTION**

**Section 1.** USE OF FUNDS: The Association shall use its funds only to accomplish its objectives. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

*1<sup>st</sup> Revision: 2/23/1996*

*2<sup>nd</sup> Revision: 10/22/2008*