

Arrowood Business Association By-Laws

ARTICLE I: ELECTION of OFFICERS AND DIRECTORS

Section 1: *Sixty days prior to the last scheduled general membership meeting of the calendar year, the president of the Association shall charge the nominating committee chairperson and two committee members to present a slate of candidates for the vacant Board of Director positions in writing to the member representatives 30 days prior to the meeting date. Additional nominations may be made by the member representatives by sending, in writing, the nominee's names to the committee chairperson 20 days prior to the meeting date. The committee chairperson will add these nominees to the ballot to be voted on at the meeting. The candidates receiving the highest number of votes will be declared elected to the vacant positions.*

Section 2: *The Board of Directors shall meet prior to the last general membership meeting of the calendar year and elect from its membership or the Association's member representatives:*

1. *A Sergeant-at-Arms who will serve a one year term commencing on the first day of January following their election.*

2. *A Vice President 1 who shall serve for a one year term commencing on the first day of January following their election and who will then be eligible to serve as President for a one year term commencing on the first day of January following their term served as Vice President.*

3. *A Vice President 2 who shall serve for a one year term commencing on the first day of January following their election and who will then be eligible to serve as President for a one year term commencing on the first day of January following their term served as Vice President.*

4. *A President who shall serve for a one year term commencing on the first day of January following their election.*

5. *An Ex Officio who shall serve for a one year term commencing on the first day of January following their election and after his/her President's term ends.*

6. *A Treasurer who will serve a one year term commencing on the first day of January following their election.*

If the Vice President, Treasurer and Sergeant-at-Arms are not board members they will become board members for the term of office for which they were elected.

Section 3: *A vacancy on the Board of Directors or any office shall be filled by action of the board and shall be for a period of time not to exceed the term of the original appointment.*

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ARTICLE II: BOARD OF DIRECTORS

Section 1: *The governing body of this organization shall be the Board of Directors, consisting of directors elected in accordance with Article I, Section 1 of these by-laws, the President, Vice President 1, Vice President 2, Treasurer, and the Sergeant-at-Arms.*

Section 2: *All active officers, chairpersons and co-chairpersons shall have voting privileges at each Board of Directors Meeting.*

ARTICLE III: DUTIES OF OFFICERS

Section 1: President: *It shall be the duty of the President to preside at meetings of the organization and board meetings. The President will perform such other duties as ordinarily pertain to this office.*

Section 2: Vice President 1: *It shall be the duty of the Vice President 1 to preside at meetings of the organization and board meetings in the absence of the President. The Vice President will perform such other duties as ordinarily pertain to this office.*

Section 3: Vice President 2: *It shall be the duty of the Vice President 2 to preside at meetings of the organization and board meetings in the absence of the President. The Vice President will perform the duties of the Sergeant-at-Arms and such other duties as ordinarily pertain to this office.*

Section 4: Treasurer: *It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the association annually and at any other time upon demand by the board and to perform such other duties as pertain to this office. Upon retirement from office they shall turn over to their successor or to the President all funds, books of accounts or any other Association property in their possession.*

Section 5: Sergeant-at-Arms: *The duties of the Sergeant-at-Arms shall be to record the names of all persons present at any organization meeting and to determine members representatives present for a roll call vote if this request is made by a member representative. The Sergeant-at-Arms shall also perform such other duties as are usually prescribed for this office and the duties of parliamentarians, and in addition such duties as are prescribed by the President or Board of Directors.*

ARTICLE IV: SECRETARY

The Board of Directors shall engage a Secretary for the organization whose duties will be to keep records of membership, record the minutes at meetings, send out notices of meetings of the Association, board and committees, record and preserve the minutes of such meetings, and to

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perform such other duties as directed by the President or Board of Directors.

ARTICLE V:

Section 1: *General meetings of the organization will be held each calendar quarter on a date to be set by the Board of Directors. Written/electronic notice of the meeting will be sent 10 days prior to the date of the meeting.*

Section 2: *Additional meetings may be scheduled by the Board of Directors. Written/electronic notice of the meeting will be sent five days prior to the meeting.*

Section 3: *Written/electronic notice of the meetings will be sent to the members designated representative with an agenda for the meeting.*

Section 4: *No business shall be conducted at the meetings that is not an agenda item that is sent with notice of the meetings.*

Section 5: *Regular meetings of the board shall be held each month. Special meetings of the board shall be called by the president whenever deemed necessary or upon request of two members of the board, due notice having been given.*

Section 6: *One fourth of the membership, with voting privileges, will constitute a quorum at general meetings of the Association.*

Section 7: *A majority of the members of the board shall constitute a quorum at any board meeting.*

ARTICLE VI: FEES AND DUES

Members' annual dues shall be due and payable on the first of January each year with written notice. Amount of such dues shall be determined by the Board of Directors.

ARTICLE VII: METHOD OF VOTING

The business of this Association shall be transacted by voice vote except the election of officers and directors which shall be by ballot if needed. The Board may vote to suspend the ballot voting.

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ARTICLE VIII: COMMITTEES

Section 1:

(a) *The President at his/her discretion, subject to approval of the board, shall appoint the following standing committees:*

- *Membership*
- *Marketing*
- *Nominating*
- *Neighborhood Liaison Groups*
- *Political Liaison Groups*
- *Crime Prevention*
- *Business Liaison Groups*
- *Fundraiser Group*
- *Golf*

(b) *The President shall, subject to approval of the board, appoint any other committees as deemed necessary.*

(c) *The President and Vice President shall be an ex officio member of all committees and, as such, shall have all privileges of membership thereon.*

(d) *Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.*

ARTICLE IX: DUTIES OF COMMITTEES

Section 1: *Membership. This committee shall review and recommend to the Board requests for membership. It shall constantly review all prospective companies and take positive action to encourage membership in the organization.*

Section 2: *Marketing. This committee will be responsible to ensure that all activities of the Arrowood Business Association are presented in a positive manner to our members and the general public. Utilization of the press and television is encouraged to communicate our message.*

Section 3: *Nominating. This committee shall be responsible for recommending to the membership, responsible individuals for appointment to the Board of Directors. In addition, the Nominating Committee will be responsible for the recommendation of officers into the Association.*

Section 4: *Neighborhood Liaison Groups. This committee shall be responsible for coordinating with the various Neighborhood Associations to ensure that the concerns of the Arrowood Business Association and our neighbors are communicated to each other so that where practical, we may join together for a common goal.*

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Section 5: *Political Liaison Groups. This committee shall be responsible for coordinating with our political representatives to ensure that the mission and position of the Arrowood Business Association is clearly apparent to our political and elected associates.*

Section 6: *Crime Prevention. This committee will be responsible to for updating the Association of the crime and crime prevention in the area.*

Section 7: *Business Liaison Groups. This committee shall be responsible to communicate and meet with similar Business Associations who can provide benefit and support to the Arrowood Business Association.*

Section 8: *Education. This committee shall actively pursue the participation of the member companies in the various educational programs within schools that are located within the Arrowood area.*

Section 9: *Fundraiser Group. This committee is responsible for the planning and organization of all fundraisers.*

At all times, these committees will present their reports to the Board for approval prior to any action being instituted at any time.

It is anticipated that in addition to the committee chairperson, the operating members of these committees would be individuals from member companies who have exhibited special interest or talent to accomplish the committee's mission. The committee members who make contributions to the overall Association would be the base to develop future Board members.

ARTICLE X: FINANCES

Section 1: *The Treasurer shall deposit all funds of the organization in a designated bank named by the board.*

Section 2: *All bills shall be paid only by checks signed by the treasurer with vouchers approved by an officer. A thorough audit by a certified public accountant or other qualified person may be made at any time on demand of the Board of Directors.*

Section 3: *Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the organization, cost of such bond to be borne by the organization.*

Section 4: *All funds received by or on behalf of the organization shall immediately be given to the treasurer.*

Section 5: *The fiscal year of this organization shall extend from January 1st to December 31st.*

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Section 6: *At the beginning of each fiscal year the board shall prepare a budget of estimated income and expenditures for the year, which having been agreed to by the board, shall stand as the limit of such expenditures for the respective purpose unless otherwise ordered by action of the board.*

ARTICLE XI: MEMBERSHIP

Section 1: *A company will become a member when it has completed the new member application, named a representative, and paid the annual dues and fees of the organization.*

Section 2: *The Board will vote on all new members.*

ARTICLE XII: RESOLUTIONS

No resolution or motion to commit this organization on any matter shall be considered by the organization until it has been considered by the Board of Directors. Such resolution or motions, if offered at an organization meeting, shall be referred to the board without discussion.

ARTICLE XIII: ORDER OF BUSINESS

*Meeting Called to Order
Introduction of Visitors or
Guests Correspondence and
Announcements Committee
Reports
Unfinished
Business New
Business
Address or
Program
Adjournment*

ARTICLE XIV: AMENDMENTS

These by-laws may be amended at any general meeting, a quorum being present, by a two thirds vote of all members present, provided that notice of such proposed amendment shall have been given to each members representative at least ten days prior to such meeting. No amendment or addition can be made to these by-laws which are not in harmony with the organizations constitution.