

Middletown Area Business Association, AKA Middletown Area Merchants Association, Middletown Merchants, Middletown Merchants Association, and Middletown Cobb Merchants Association

By-laws

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ARTICLE I GENERAL

Section 1 – This organization is incorporated as Middletown Area Business Association, AKA Middletown Area Merchants Association, Middletown Merchants, Middletown Merchants Association, and Middletown Cobb Merchants Association.

Section 2 – The Middletown Area Business Association shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(C)(6) of the Internal Revenue Code.

Section 3 – The Middletown Area Business Association area of influence shall mean to include the Greater Middletown Area, including the Cobb and Hidden Valley Lake business communities.

ARTICLE II PURPOSE

Section 1 – The Middletown Area Business Association unites businesses to promote a thriving local economy. This association is not a community service organization, but a group of business professionals active in the Middletown area community.

ARTICLE III LOCATION

Section 1 – The Board of Directors and general membership meetings shall be conducted at a location within the greater Middletown area.

ARTICLE IV MEMBERS

Section 1 – Categories

A. There shall be two categories of members.

1. Regular members (voting members)

2. Affiliate members (voting members). Affiliate members would be persons or organizations such as but not limited to public service organizations, churches, school and fire districts, etc. Affiliate Members are exempt from paying membership dues and may occupy a maximum of two seats at any given time on the Board of Directors.

Section 2 – Qualifications

A. Any person owning or in the employment of a business serving the people of the Middletown area. Each business shall have only one representative vote in an election.

B. A membership committee will review membership applications. All questions relating to qualifications shall be resolved by this committee.

Section 3 – Compliance

A. Every member shall comply with and be bound by these by-laws.

Section 4 – Termination

- A. Upon written request of any member, termination of his/her membership shall be executed immediately.
- B. In order to remove a member, a complaint must be brought, in writing, before the Board of Directors who will review the complaint and then take appropriate action. Termination will require a two-thirds vote of the Board of Directors.
- C. Any member failing to pay dues will be considered delinquent within 30 days and will be dropped from membership 30 days thereafter.

ARTICLE V BOARD OF DIRECTORS

Section 1 – All business of the Association shall be conducted by an eleven-member Board of Directors elected by the Membership.

Section 2 – Directors shall serve a term of three years. Election of one-third of the Board shall take place annually.

Section 3 – Meetings

- A. Directors are expected to attend all meetings of the Board of Directors. In the event a Director is unable to attend, he/she is required to notify the President or the Secretary prior to the meeting.
- B. Any Director missing two meetings without prior notification and valid excuse shall be contacted by the secretary in writing to determine if he/she wishes to continue as a Director of the Association.
- C. Any Director missing four meetings shall be considered as having resigned his/her position and should be notified by the President of the Board in writing. The Director would have the right to appeal to the full Board of Directors at the next regular meeting following such notification.
- D. All meetings of the Board of Directors are open to the general membership. Voting is restricted to elected Directors.
- E. Six (6) elected Directors shall constitute a quorum to conduct business.
- F. The Board of Directors shall meet monthly unless otherwise determined by the Board. G. A special meeting of the Board of Directors may be called by the President as the need arises.

Section 4 – Any Director wishing to resign from the Board of Directors must do so in writing. **Section 5** – Only one (1) voting member per business shall be a member of the Board of Directors at one time.

Section 6 – No contract or agreement in excess of one year's duration may be entered into by the Board of Directors without the vote of the General Membership.

Section 7 – Election of Directors

- A. Each year during the month of March the election of the Board of Directors shall take place as specified in Section 2 of Article V above.
- B. The President shall appoint a Nomination Committee no later than the regular Board meeting in January. The Nomination Committee is to prepare a slate of candidates to present to the secretary by the February monthly meeting date. The Nomination Committee may use any means they choose to elicit volunteers from the membership for their slate of candidates, including but not limited to, notifying the general membership by mail, newsletter, fax, e-mail, newspaper ad, phone calls, and/or verbal or written announcements at regular Board meetings.
- C. Members desiring to volunteer for the slate of candidates for election to the Board of Directors must notify the Nomination Committee prior to their submission of their slate of candidates by February monthly meeting date.
- D. The Secretary shall prepare ballots that will be sent to all regular members. Ballots are to be returned in specially marked envelopes and are to be opened and counted by the officers of the Association in an open meeting before the March monthly meeting. If the number of

member candidates wishing to be elected to the Board of Directors equals the number of positions to be filled, then no ballots will be sent to the general membership and those candidates will be elected by default.

E. Directors shall assume their duties at the regularly scheduled meeting in April.

F. Vacancies in the Board of Directors by resignation or otherwise during the course of the year shall be filled by the Board of Directors for the remainder of that term.

Section 8 – Removal of a Director

Any Director may be removed from the Board of Directors if the Board with a two-thirds majority vote of the entire Board, deems that it is a necessary act for the good of the Association.

1. A request from any member of the Association for removal of a Director shall be submitted in writing to the Board of Directors. A special Board meeting will be convened within thirty (30) days to review the request and make an appropriate determination. 2. Said Director shall turn over any books, records, and funds to the President or Vice President upon request within five (5) days of said request.
3. Said Director shall sign off the bank signature card with five (5) days of said request.

ARTICLE VI MEETINGS OF MEMBERS

Section 1 – All Board meetings are governed by Roberts Rule of Order.

Section 2 – General Meetings

- A. The Association shall conduct at least one (1) general membership meeting during the year.
- B. The Secretary shall notify all members by mail - written or electronic communication of such general membership meetings at least one week in advance.

ARTICLE VII OFFICERS

Section 1 – The officers of the Association shall be President, Vice-President, Secretary and Treasurer.

Section 2 – Officers will be duly elected and/or duly appointed members of the Board of Directors.

Section 3 – The Board of Directors shall elect the officers for a term of one year at the regular meeting of the Board in March of each year, and the newly elected officers shall assume their duties at the installation of the officers meeting in April.

Section 4 – President and Vice-President – The President, or Vice-President as necessary, shall preside at all meetings of the Board of Directors and all general membership meetings.

Section 5 – Secretary

- A. The Secretary shall keep the minutes of all meetings including special meetings.
- B. The Secretary shall take charge of the sign-in sheets at all membership meetings.
- C. As a rule, the Secretary or Treasurer shall pick up the Association mail at the post office and shall be responsible for the post office box key or combination. However, the Board of Directors has the authority to assign this task to another officer or Board Member.

Section 6 – Treasurer

- A. The Treasurer shall have charge, custody of and be responsible for all funds of the Association.
- B. The Treasurer shall provide a rendering of all accounts no less than quarterly at regular Board of Directors meetings.
- C. The Treasurer is responsible for seeing that all state and federal tax reports and non-profit status forms are filed.

Section 7 – Executive Committee

- A. The four elected officers and the immediate past President, or past officer, shall serve on the Executive Committee of the Association. The Executive Committee is empowered to act on behalf of the Board of Directors in emergency situations when it is not possible or feasible to call a special Board meeting. Any action taken by the Executive Committee must be reported at the next regular Board meeting.

Section 8 – Compensation

- A. The Board of Directors, committee members, and Board officers are volunteer positions for which no stipend or salary is offered. By two-thirds vote of the Board of Directors, any member, officer, or Director may receive compensation on a case-by-case basis for services rendered that fall outside of areas specifically addressed by these by-laws. Any Board Director deemed to have a conflict of interest or who could benefit financially from the decision shall recuse himself or herself from the vote.

Section 9 – Resignation of an Officer

- A. Resigning officer shall sign off the bank signature card at the bank.
- B. Said officer shall turn over any books, records, and funds to the President and Vice President.

Section 10 – Removal of an Officer

- A. Any officer may be removed from office if he or she is absent from two (2) consecutive regular and/or special meetings without just cause.
- B. Any officer may be removed from office if the Board of Directors deems that it is a necessary act for the good of the Association.
 - 1. Said officer shall turn over any books, records, and funds to the President or Vice President upon request within five (5) business days of said request.
 - 2. Said officer shall sign off the bank signature card within five (5) days of said request.

ARTICLE VIII COMMITTEES

- Section 1 –** The Board of Directors shall appoint temporary and standing committees as they deem advisable or necessary from time to time. The President or Vice-President has authority to appoint members to such committees. Any member of the Association in good standing may serve on any committee.

ARTICLE IX FISCAL YEAR

- Section 1 –** The fiscal year shall be October 1 through September 30.

ARTICLE X ANNUAL BUDGET

- Section 1 –** The President shall establish a Budget Committee three months prior to the start of the fiscal year. The Budget Committee shall present to the Board a budget for adoption by the Board at a regular Board meeting no later than the first month of the fiscal year.

ARTICLE XI ASSESSMENT OF DUES

Section 1 – Dues

- A. The Board of Directors shall set the amount of the dues. Any action to increase the amount of dues from one year to the next must receive favorable approval from two thirds of the entire Board of Directors.
- B. Dues shall be annually on the 1st of the same month that a business/member joins. Any member failing to pay dues will be considered delinquent within thirty (30) days and will be dropped from membership within thirty (30) days thereafter.
- C. The Board of Directors may exempt public agencies, churches and community non-profit organizations from the payment of dues. Such exemptions would include, but not be limited to, the South Lake County Fire Protection District, the Middletown Unified School District, the Senior Citizens Center, local churches, and county government, and install the organizations as an affiliate member.

Section 2 – Miscellaneous Assessments

- A. No miscellaneous assessment shall be asked from any member at any time.
- B. Any and all financial assistance shall be sought by the Board and/or other members by donations and /or fundraisers as needed, and shall be for the benefit of the Association, its projects and the General Membership in total.

ARTICLE XII RECORDS

Section 1 – Duties and Requirements

- A. The Secretary shall keep minutes of all Board of Director regular meetings, as well as general membership meetings and special meetings.
- B. A sign-in sheet shall be kept at general and board meetings.

Section 2 – Dissolution of the Association

- A. All records and books of the Association shall be turned over to the President in office at said time for safe keeping until such time as a general membership meeting can be held to formally dispose of them.

ARTICLE XIII AMENDMENTS

Section 1

- A. These by-laws may be altered, amended or repealed only by vote of regular members comprising fifty-one (51%) of the members present at a special meeting or general membership meeting or by a ballot indicating approval or disapproval of the proposed changes.
- B. Any changes in the by-laws shall first be brought to the Board of Directors and reviewed by the by-laws committee. Following the approval by the Board of Directors, the by-law changes will then be submitted to the General Membership as specified Above.