

ma **MIDDLETOWN AREA**
ma MIDDLETOWN • COBB • HIDDEN VALLEY LAKE
MERCHANTS ASSOCIATION

BYLAWS

Revision Date: **August 20th, 2024**

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BYLAWS

MIDDLETOWN AREA BUSINESS ASSOCIATION

aka Middletown Area Merchants Association, Middletown Merchants, Middletown Merchants Association, and Middletown Cobb Merchants Association

ARTICLE I: GENERAL

This organization is incorporated as Middletown Area Business Association, also known as, Middletown Area Merchants Association, Middletown Merchants, Middletown Merchants Association, and Middletown Cobb Merchants Association.

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 Internal Revenue Code.

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

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 and surrounding communities under the guidance of a Board of Directors.

ARTICLE III: LOCATION

The Board of Directors and general membership meetings shall be conducted at a location within the Greater Middletown area.

ARTICLE IV: GENERAL MEMBERSHIP

Every member shall comply with and be bound by these bylaws. All regular meetings of the Board of Directors are open to the general membership.

Section 1: Membership Committee

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

Section 2: Categories & Qualifications of Members

Membership of the association shall be open to businesses, organizations and individuals who meet the criteria for membership set forth in these bylaws. There shall be two (2) categories of members: Business Members and Individual Members.

- A. **Business Members** are comprised of the following: Individuals who own or co-own a business or their representative; and/or any person(s) or organization(s) such as but not limited to, public service organizations, churches, schools and fire districts. Each business membership shall have only one (1) representative vote in an election.
- B. **Individual Members** are individuals who do not own a business but wish to be affiliated with the association. Each individual shall have only one (1) representative vote in an election.

Note: Members facing difficulties, including but not limited to non-profit organizations, may submit hardship applications annually to the Membership Committee. Hardship applications cover the annual membership fee. Each year, members may reapply, and their requests will be reviewed by the Membership Committee.

Section 3: Assessment of Dues

The Board of Directors shall set the amount of dues. Any action to increase the amount of dues from one year to the next must receive approval from two-thirds majority of the Board of Directors.

Dues shall annually be on the 1st of the same month the member joined. Any member failing to pay dues will be considered delinquent within thirty (30) days and will be dropped from membership thirty (30) days thereafter.

The Membership Committee may exempt any member through the Hardship Application process on an annual basis.

No miscellaneous assessment shall be asked from any member at any time.

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.

Section 4: Membership Terminations

- A. **Dues:** Any member failing to pay dues will be considered delinquent within thirty (30) days and will be terminated thirty (30) days thereafter.

- B. **Member Request:** Any member may request termination of their membership in writing and such termination shall be executed immediately upon receipt of the request.
- C. **Written Complaint:** To remove a member, a written complaint must be submitted to the Board of Directors.

Complaint Review Process: The Board will review the complaint in a closed session. Any actions taken by the Board during the closed session will be reported once they reconvene to open session.

Termination of membership will require a two-thirds vote of the Board of Directors.

During the closed session, the member in question will not be present. The Board of Directors may, at their discretion, invite the member to join the closed session for comment on the matter. The member will have three (3) minutes to provide their comments. After the comment period, the member will be asked to leave the session for the Board to continue their review.

Following the Board's decision, the President and/or Executive Committee shall promptly communicate the decision in writing to the member.

Any information discussed during closed session will not be provided to the member. A copy of the meeting minutes with the result may be provided to the member, ensuring transparency while maintaining confidentiality of the closed session discussions.

ARTICLE V: BOARD OF DIRECTORS

The Association's business shall be managed by a Board of Directors consisting of nine (9) elected members. The officer positions within the Board of Directors are President, Vice President, Secretary, and Treasurer. These Officers form the Executive Committee.

Section 1: Election of Directors

Each year, during the month of March, the election of the Board of Directors shall take place for one-third of the Board.

- A. **Nomination Committee:** The President shall appoint a Nomination Committee no later than the regular Board meeting in January.

The 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, email, newspaper ad, phone calls and/or verbal or written announcements at regular Board meetings.

Members desiring to volunteer for the slate of candidates for election to the Board of Directors must notify the Nomination Committee prior to the February monthly Board meeting date.

The committee is to prepare a slate of candidates to present to the Secretary by the February monthly meeting date.

- B. **Election Process:** The Secretary shall prepare ballots which will be sent to all 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 Board 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.

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

- C. **Vacancies:** Should the Board of Directors have vacancies by resignation or otherwise during the course of the year, these vacancies shall be filled by appointment by the Board of Directors for the remainder of that term.

Section 2: Director Responsibilities

- A. **Attendance:** Directors are expected to attend all meetings of the Board of Directors. In the event a director is unable to attend, they are required to notify the President and/or Secretary prior to the meeting.

Any Director missing two (2) meetings without prior notification and with a valid excuse shall be contacted by the Secretary, in writing, to determine if the Director wishes to continue as a Director of the Association.

Any Director missing four (4) meetings shall be considered as having resigned from their position and will be notified by the President in writing. The Director would have the right to appeal to the full Board of Directors at the next regular meeting following such notification.

B. Meeting Responsibilities

The Board of Directors shall meet monthly unless otherwise determined by the Board. Any special meeting and/or closed session of the Board of Directors may be called by the President or Vice President as the need arises.

Voting is restricted to the elected Directors during all meeting types. Each Director represents one (1) vote and only one (1) voting member per membership shall be a member of the Board of Directors at any given time.

A majority of elected Directors shall constitute a quorum.

Section 3: Director Terminations

- A. **Director Request:** Any Director wishing to resign from the Board of Directors must do so in writing.
- B. **Board Removal:** 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 necessary for the good of the Association.
- C. **Written Complaint:** To remove a director, a written complaint must be submitted to the Board of Directors.

Complaint Review Process: A special, closed session Board meeting will be convened within thirty (30) business days to review the request and make an appropriate determination.

During the closed session, the Director in question will not be present. The Board of Directors may, at their discretion, invite the Director to join the closed session for comment on the matter. The Director will have three (3) minutes to provide their comments. After the comment period, the Director will be asked to leave the session for the Board to continue their review.

Following the Board's decision, the President and/or Executive Committee shall promptly communicate the decision in writing to the Director.

Any information discussed during closed session will not be provided to the Director. A copy of the meeting minutes with the result may be provided to the Director, ensuring transparency while maintaining confidentiality of the closed session discussions.

- A. **Director Removal:** Following the act of removal of a Director, said Director shall turn over any books, records, and funds to the President or Vice President and sign off the bank signature card upon request within five (5) days of said request.

In the event a Director is removed from their position, they shall not have the right to join the Board for a period of five (5) years following their removal.

- B. **Request for Reinstatement:** Should a removed Director wish to be considered for reinstatement to the Board after the five-year period, they must submit a written request to the Board for consideration.

The Board will review the request and assess the circumstances surrounding the Director's removal before deciding on their nomination.

This process ensures the Board maintains accountability and integrity while also providing an avenue for individuals who have been removed from their positions to potentially seek reinstatement after the specified period.

ARTICLE VI: SPECIAL COUNSEL

The Special Counsel is a non-voting member and non-paid member of the Association who serves in an advisory capacity to the Board of Directors. To qualify for this position, individuals should have a background in working with small businesses, such as an advisor or holding a position representing small businesses. Ideally, but not required, this person should be a former board MAMA member or officer.

Section 1: Appointment and Term

The Special Counsel is selected by the President and the term will be defined by the Board of Directors.

Section 2: Special Counsel Responsibilities

- Advising the Board of Directors on decisions as requested
- Providing expertise and insights related to small business matters to assist the Board in making an informed decision
- The Special Counsel is not required to attend all board meetings, including special and/or closed sessions unless specifically requested by the Board. However, their input may be sought on an ad-hoc basis to address specific issues or concerns
- Additionally, the President may request the Special Counsel to preside over meetings as a mediator or in place of the President or Vice President, as needed, further leveraging their expertise and experience in facilitating discussions and decision-making processes with the Association

ARTICLE VII: OFFICERS

The Officers of the Association shall be President, Vice President, Secretary and Treasurer.

The President shall preside at all meetings and delegate action items from all meetings as necessary.

The Vice President shall preside at meetings as necessary as determined by the President. Additionally, the Vice President shall time-keep all meetings, including all comment periods.

The Secretary shall keep the minutes of all meetings including special meetings. The Secretary shall take charge of the sign-in sheets at all meetings. The Secretary 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 Director, at its discretion.

The Treasurer shall have charge of, custody of, and be responsible for all funds of the Association. The Treasurer shall provide a rendering of all accounts no less than quarterly at regular Board meetings. The Treasurer is responsible for seeing that all state and federal tax reports and non-profit status forms are filed. The Treasurer shall pick up the Association mail as needed when requested by the Secretary or other appointed Director.

Section 1: Election Process

Officers will be duly elected and/or duly appointed members of the Board of Directors. The Board of Directors shall elect the Officers for a term of one (1) 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 2: Executive Committee

The four (4) elected officers and the immediate past President, or a 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 or Closed Session.

The Executive Committee reserves the right to call any pertinent associates, entities, individuals, or members at their discretion to attend committee meetings.

Any action taken by the Executive Committee must be reported at the next regular Board meeting.

Section 3: Officer Terminations

- A. **Officer Request:** Any Officer wishing to resign from the Board of Directors must do so in writing.
- B. **Board Removal:** Any Officer may be removed from office if they are absent from two (2) consecutive regular and/or special meetings without just cause.

Any Officer 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 necessary for the good of the Association.

- C. **Officer Removal:** Following the removal of an Officer, said Officer shall turn over any books, records, and funds to the President or Vice President and sign off the bank signature card upon request within five (5) days of said request.

ARTICLE VIII: BOARD OF DIRECTOR MEETINGS

All Board meetings are governed by Roberts Rule of Order, and therefore, not all governing rules are explicitly outlined in these bylaws. The Board reserves the discretion to enforce these rules as needed, ensuring smooth proceedings without compromising any organizational integrity.

Section 1: Membership Comment at Board Meetings

A designated period for membership comment will be provided at the beginning of each Board meeting. Members are invited to address the Board regarding any topic listed on the agenda and/or future topics. Each commentator will have a maximum of three (3) minutes to speak.

All comments made during this period will be acknowledged by the Board. Depending on the nature of the comment, it will either be added to a future discussion or addressed individually by a member of the Board of Directors following the meeting at a later time. This ensures that all concerns raised by members receive appropriate attention and consideration.

- A. **Member Conduct:** Attendees are expected to maintain decorum during membership comments periods. Respectful and courteous conduct towards all commentators and the Board is required. Disruptive behavior or personal attacks will not be tolerated. Any attendees displaying such behavior may be asked to leave the meeting.

If any attendee, who is a member of the Association, is asked to leave due to inappropriate behavior and continues to display disruptive conduct at future meetings, thereby impeding Board business, the Board reserves the right to terminate the membership of the individual in question.

Section 2: Special Meetings and Closed Sessions

The President or Vice President reserves the right to call the Board of Directors and any pertinent associates, entities, individuals, or members for any Special Meeting and/or

Closed Session, at their discretion. These meetings are intended to address matters which are not intended for member participation and do not require prior public notice. Results from these meetings will be reported at the next regular Board meeting.

ARTICLE IX: COMPENSATION

The Board of Directors, Board Officers, and committee members 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 the areas specifically addressed by these bylaws.

Any Board Director deemed to have a conflict of interest or who could benefit financially from the decision shall recuse themselves from the vote.

ARTICLE X: AGREEMENTS AND CONTRACTS

The Association may enter into any agreement or contract with a two-thirds majority vote by the Board of Directors.

All agreements or contracts shall commence in June and terminate in June the following year, unless special circumstances require specified terms and conditions. The Board may vote to enter said agreement or contract under special circumstances with a two-thirds majority vote by the Board of Directors.

The Board reserves the right to renew any contract or agreement for a second year.

However, for the third year, the agreement or contract will require a Request for Proposal (RFP) process with the exception of any real property agreement or contract.

All membership types are eligible to apply for the requisition during the RFP process. This includes a Board Officer, Director, or Ex-Officio, however, they must recuse themselves from the review and selection process.

All agreements or contracts involving real property shall require a two-thirds majority vote of the Board of Directors and shall adhere to the terms and conditions specified in the agreement or contract.

ARTICLE XI: COMMITTEES

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 the authority to appoint members to such committees. Any member of the Association in good standing may serve on any committee.

ARTICLE XII: FISCAL YEAR

The fiscal year shall be October 1 through September 30.

ARTICLE XIII: ANNUAL BUDGET

The President shall establish a Budget Committee three (3) months prior to the start of the fiscal year. The Budget Committee shall present to the Board of Directors a budget for adoption by the Board at a regular Board meeting no later than the first month of the fiscal year.

ARTICLE XIV: RECORDS

The Secretary shall keep minutes of all Board of Director regular meetings, as well as general membership meeting and special meetings.

A sign-in sheet shall be kept at general membership and board meetings.

Access to any digitized records and/or software shall be maintained by the Board of Directors and requires the safekeeping of all log-in information. At a minimum, passwords are to be updated upon the termination of any Director or Officer.

Section 1: Dissolution of Association

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 XV: AMENDMENTS

Any changes in the bylaws shall first be brought to the Board of Directors and reviewed by the Bylaws Committee. Following the approval by the Board of Directors, the bylaw changes will be submitted to the general membership.

Bylaws 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 including approval or disapproval of the proposed changes.

REVISION DATES:

January 21, 1981 | March 12, 1984 | October 9, 1984 | August 14, 1987 | March 31, 1994
July 20, 2000 | October 20, 2005 | September 20, 2007 | September 17, 2009
March 31, 2011 | April 16, 2019 | July 18, 2023