

**BY-LAWS OF
GENOA TOWNSHIP BUSINESS ASSOCIATION**

Revised August 29, 2014

ARTICLE 1 – NAME AND INTENT

The name of this organization is the Genoa Township Business Association, hereinafter referred to as the GTBA. The GTBA will be organized as a legally constituted entity appropriate to the purpose.

ARTICLE 2 – PURPOSE

1. To promote Genoa Township as a place to do business, by fostering business relationships within the Township and surrounding communities.
2. Strengthen relationship with Genoa Township government and provide input and advocacy as they relate to member businesses.
3. To provide a forum for members to develop business relationships.
4. To establish a local identity for member businesses.
5. To support local community organizations and their needs for the benefit of the community.
6. To be an organization run by the members for the members.

ARTICLE 3 – FUNDRAISING

The GTBA may raise funds on its own behalf in order to further the goals of the organization.

ARTICLE 4 – MEMBERSHIP AND DUES

Eligible members are any business or community organization in Genoa Township and surrounding areas that do business or provide a service in Genoa Township. Payment of membership dues establishes membership for a period of one (1) year. Any change of annual dues shall be determined once in each calendar year, subject to approval by a majority vote of the members participating at a general meeting of which all members are invited to attend.

New member dues shall be paid at the time of submitting an application to the Membership Committee, and dues will be returned if a member is not approved. The

Board will consider the approval of applicants for membership after receiving the recommendation from the Membership Committee.

Renewing member dues shall be paid no later than thirty (30) days after January 1st. Failure to pay will result in lapse of membership. Membership dues will be billed on an annual basis, January 1 to December 31. The dues fee structure will be based upon when the member joins GTBA:

Join January 1st through March 31st – dues are \$75

Join April 1st through June 30th – dues are \$50

Join July 1st through September 30th – dues are \$100*

* Current year, plus the next year's dues

Join October 1st through December 31st – dues are \$75**

** 4th Quarter waived, payment in full for next calendar year

Business members are expected to conduct their business and their conduct within the community with integrity and high ethical standards.

If recommended by the Membership Committee, the Board of Directors may consider terminating the membership of a member. A member will be allowed to meet with the Board before a decision is made to terminate that member's membership. The Board will give a member a letter stating the reasons for termination.

At times, the GTBA may exchange services in lieu of membership dues, to be determined and approved by the Board. It is a volunteer basis. However, a member may request to be reimbursed for out-of-pocket expenses incurred in conducting approved GTBA business.

ARTICLE 5 - BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall initially consist of four (4) officers (President, Vice-President, Secretary and Treasurer) and a Chairperson of the Board. Chairs of the three standing committees (Membership, Public Affairs and Events) will attend Board meetings and have voting rights.

Initially, the Chairperson of the Board will be elected for one (1) year. Thereafter, the immediate Past President becomes the Chairperson of the Board for one (1) year. In the absence of such qualifying Chairperson, this officer will be appointed by a vote of the current officers.

Replacement Board members may be appointed by the Board, as necessary. Board members may be replaced upon self-resignation or by a unanimous vote of all other current Board members.

The Board of Directors may appoint an ex-officio member to the Board of Directors for administrative assistance. This position will serve for the same term as the current Board. Consecutive terms may be served. This position would be elected by a majority vote of the Board. Said position will be a non-voting member of the Board, will have duties as assigned by the Board and will report to the Board.

Duties of the five (5) initial Board members are:

Chairperson of the Board

1. Chairs board meetings
2. Schedules monthly board meetings to plan agendas for general meetings
3. Votes to break tie votes

President

1. Presides at general meetings
2. Spokesperson for the GTBA
3. Signs GTBA correspondence
4. Assumes all public relations responsibilities

Vice-President

1. Acts in place of President in his/her absence
2. Works in conjunction with the President on ongoing projects
3. Maintains master By-laws file
4. Maintains inventory of GTBA assets (decorations, brochures, etc.)
5. Updates and activates the telephone and email chains

Secretary

1. Maintains all correspondence files
2. Maintains legal documents
3. Drafts letters pertaining to GTBA business
4. Records and distributes minutes of all general and Board meetings

Treasurer

1. Deposits dues and other revenue
2. Prepares quarterly and annual financial statements, an annual budget one (1) year in advance, and all required tax returns. A CPA may be hired to file the tax returns.
3. Maintains bank accounts
4. Processes check requests and prepares checks for signatures
5. Prepares and sends invoices to membership prior to anniversary dates
6. Receives and distributes GTBA mail

7. Prepares a money report for each general meeting using QuickBooks or Quicken

ARTICLE 6 - ELECTIONS AND VOTING

Each year the Board of Directors will appoint the current Chairman of the Board to serve as the Chairman of the Nominating Committee. The Chairman will appoint four members to serve as the Nominating Committee. Should the current Chairman not be able to serve, the most recent available past President shall be appointed to serve on the committee as Chairman.

Members may nominate themselves or someone else for an elected post no later than one (1) month before the annual election by submitting a nomination form to the Nominating Committee. Those nominated will be approached by a nominating Committee member to determine their willingness to serve.

The President, Vice-President, Secretary and Treasurer shall be elected by a simple majority of votes of members attending the general meeting every September. Terms shall be for one (1) year (January 1 to December 31). The retiring President will serve the following year as Chairman of the Board. Consecutive terms may be served.

Each paid membership is entitled to one (1) vote in elections and one (1) vote on decisions at general meetings.

Decisions in Board meetings require a majority of the Board Members, regardless of how many are attending a Board Meeting; however, the Chairperson of the Board votes only to break tie votes in any meeting, whether or not the Chairperson is present when there is a tie vote.

ARTICLE 7 - MEETINGS

This article addresses "Board Meetings" and "General" meetings.

"General meetings" of all members shall be held monthly. They will be held at locations, times and days as determined by the Board of Directors.

The Board of Directors (hereinafter known as "Board") shall have monthly "Board Meetings." A special Board meeting may be called at any time and place by the Chairman of the Board, or by any two (2) board members so requesting. All Board meetings will be conducted in accordance with the parliamentary procedures in Robert's Rules of Order.

The Board with input from standing committees has discretion of meeting agenda items.

Any member of the Board who has three (3) or more consecutive unexcused absences from Board meetings may be removed from office by a unanimous vote of the Board's remaining members. The Board shall appoint a replacement as soon as possible and when a suitable replacement is available.

ARTICLE 8 - BUSINESS MANAGEMENT

The GTBA shall maintain an account with a banking institution. The Treasurer or the President may sign checks. Checks for more than \$250.00 (including a series of two (2) or more checks within any thirty (30) day period to or for the same payee which total \$250.00 or more) requires the written approval by the President or Chairperson, which may be given via email.

Members desiring reimbursement for expenses should submit a written request for the Board's approval to the Treasurer.

GTBA encourages purchasing from within the membership. If services or products are purchased from a member, they may be purchased at the member's usual fee, unless the member elects to offer a discount to GTBA.

ARTICLE 9 - COMMITTEES

Committees will be chaired by a GTBA member. Standing committees shall include, and not be limited to, a Membership and Marketing Committee, an Events Committee, and a Public Affairs Committee. The purpose of all committees is to generate plans and recommendations for the Board.

Special committees can be created by the discretion of the Board (including but not limited to a nominating committee).

ARTICLE 10 - CONTRACTS AND AGREEMENTS

The Board may enter into or authorize the execution of contracts and/or agreements.

