

Greater Southport Business Alliance

BYLAWS

Originally Adopted: January 2006

Amended: 02/11/2008

ARTICLE I: NAME

The name of this organization shall be the: **Greater Southport Business Alliance**

ARTICLE II: PURPOSE

The purposes of this organization shall be:

- A. To promote and market the variety of business establishments located in the Greater Southport area.
- B. To establish networking and business relationships among organizations and individuals that may further the goals of the Alliance.
- C. To promote cooperation among businesses in maintaining high standards for curb appeal, to foster a professional and inviting business community.
- D. To strive to create an identity and marketing plan to promote the Greater Southport Area and its businesses.
- E. To offer benefits to members such as business, employment, and educational opportunities.

ARTICLE III: MEMBERSHIP

Section 1. Active Membership: Anyone committed to the goals and purposes of the Alliance shall become an active member upon approved application and payment of the annual dues and assessments. Each active paid membership shall have one vote at general meetings and for general elections. Membership levels will be titled:

- A. Charter Membership
- B. Business Membership
- C. Associate Membership

Section 2. Transfer of Membership. Active membership is transferable upon sale of a business in good standing.

Section 3. Termination of Membership

- A. Voluntary termination may occur by resignation at any time.
- B. Members may have their membership terminated for cause by action of the Executive Committee after an official hearing, for reason other than failure to submit dues, as outlined in Committee policy.
- C. Cause for termination includes, but is not limited to, the following:
 - 1. Failure to pay dues and assessments for the year by the date specified.
 - 2. Conduct detrimental to or at odds with the purposes of the Alliance.
- D. An active member whose membership is terminated shall return current certificates of membership and any and all emblems of membership, and immediately forfeit the right to use the name or emblem or other endorsement, explicit or implicit, in any form of advertising or promotion.

Section 4. Every active member shall receive or have electronic access to a copy of these bylaws upon adoption, and each new active member shall receive a copy or have electronic access upon approval of the membership application.

ARTICLE IV: DUES

Section 1. Annual dues and assessments for active members shall be renewable on January 1 of each year. Membership shall become delinquent on or after January 15 and subject to termination of membership per Article III, Section 3.C.1.

Section 2. The specific amount of the annual dues and assessments shall be determined by a majority vote of the membership upon recommendation by the Executive Committee.

Section 3. Termination of membership, for cause or voluntary, shall not result in a refund of dues paid.

Section 4. New members that join after March 31st will pay a pro-rated fee based on the remaining months left in the year.

ARTICLE V: OFFICERS

Section 1. The officers shall be: President, Vice President, Recording Secretary, Treasurer, and Committee Heads as appointed by the President and with approval of the Executive Committee. The President, Vice-President, Secretary and Treasurer serve on the Executive Committee along with the Immediate Past President. Officers and Directors shall be members of the Board of Directors. Duties of officers shall be determined by the Executive Committee, and shall include but not be limited to the following:

Section 2. The President shall:

- A. Conduct all business meetings using correct parliamentary procedure, in an orderly and businesslike manner, as the presiding officer.
- B. Appoint Committees and Directors with the approval of the Executive Committee.
- C. Plan and announce the General Meeting and the meetings of the Executive Committee, providing a minimum of 10 days notice.
- D. Conduct necessary business meetings throughout the year, including the monthly membership meeting, monthly directors meeting, yearly planning session, and annual address.
- E. Serve as Chairman of the Executive Committee.
- F. Sign checks along with the Treasurer to pay authorized obligations in the amount of \$400.00 or more.
- G. Develop Agenda(s) as needed.
- H. Announce and promote awareness of business issues and concerns; communicate with local government.
- I. Provide opportunity for meeting attendees to express views and ask questions; make visitors and members feel comfortable.
- J. Serve as a representative and promoter of local businesses.
- K. Initiate and maintain contacts with local and state government.
- L. Develop possibilities for local economic development.

- M. Communication and coordination; articulation of major issues.
- N. Contribute articles to Quarterly GSBA Newsletters and local newspapers and publications.
- O. Conduct ceremonial tasks as needed: speechmaking; ribbon cutting, etc.
- P. Provide community support opportunities.
- Q. Build consensus among members and officers.
- R. Promote cohesion without trying to guide in any particular direction.
- S. Enable full expression among stakeholders.
- T. Lead board into active involvement by establishing goals and objectives together.
- U. Provide sense of direction/create constructive climate for change.
- V. Assist in the development of programs, initiatives and policies.

Section 3. The Vice-President shall:

- A. Conduct business meetings in the absence of the President using correct parliamentary procedure.
- B. Serve as chair of the Membership Committee and be responsible for an annual membership drive.
- C. Assist committees as assigned or requested.

Section 4. The Recording Secretary shall:

- A. Keep accurate minutes of Executive Committee and General Meetings.
- B. Keep the official papers of the organization, including the articles of incorporation, legal papers, membership lists, meeting minutes, correspondence, and other such documents as may be determined by the Executive Committee.
- C. Keep the Master Calendar.

Section 5. The Treasurer shall:

- A. Serve as chair of the Finance Committee.
- B. Keep the financial records of the organization.
- C. Regularly report on the financial status of the Alliance.
- D. Collect dues and assessments.
- E. Pay all authorized obligations. Checks will be double signed by the Treasurer and President if in the amount of \$400.00 or more.
- F. Present the financial records for annual audit.
- G. File any necessary state and federal corporation forms and taxes.

Section 6. The Immediate Past President shall:

- A. Serve on the Executive Committee and Board of Directors
- B. Fill assignments as assigned by the President

ARTICLE VI: EXECUTIVE COMMITTEE DUTIES

Section 1. The Executive Committee shall manage the affairs of the organization.

Section 2. All deeds, documents, contracts or other instruments requiring action on behalf of the Greater Southport Business Alliance shall be signed by the President, Vice-President, Standing Committee head or Internal Committee head as assigned by the executive committee.

Section 3. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, Treasurer, and Immediate Past President.

Section 4. No two individuals from the same business establishment may serve on the Executive Committee.

ARTICLE VII: COMMITTEES & BOARD OF DIRECTORS

Section 1. The Board of Directors will be made up of the members of the Executive Committee, and Chairs or Directors of Standing and Internal Committees.

Section 2. Internal Committees.

- A. The Auditing and Finance Committee shall consist of the President, the Treasurer, and other members as appointed by the Executive Committee. It shall prepare the annual budget, audit the books annually at the end of the fiscal year, and file a report of the audit with the Secretary.
- B. The Membership Committee shall be headed by the Vice-President. This committee works to recruit new members, focusing on one-to-one, in-person visits to prospective members. It keeps abreast of new businesses, property owners, and organizations within the Greater Southport community.

Section 2. Standing Committees.

The Standing Committees of the Alliance shall be: 1)Newsletter and Marketing, 2)Special Events, 3)Education, 4)Government Affairs & Public Policy, 5)Business Development, 6)Communications, and 7) Nominating. Appointments shall be for the period of the Presidents elected term in office. The President may remove members to appointed committees with the concurrence of the Executive Committee.

- A. Newsletter and Marketing: Shall consist of no less than three (3) members and shall be appointed by the President. This committee works on all aspects of the Alliance Newsletter, including planning, researching, writing, editing and proofing. It is also responsible for updating the website with events information, photos, new member information and keeping the website fresh and current.
- B. Special Events: Shall consist of no less than three (3) members and shall be appointed by the President. This committee plans and executes events to publicize the Alliance and the benefits of living, working and shopping in the Greater Southport Area and to promote the Alliance.
- C. Education: Shall consist of no less than three (3) members and shall be appointed by the President.
- D. Government Affairs & Public Policy: Shall consist of no less than three (3) members and shall be appointed by the President. This committee researches and identifies land use issues which are relevant to the interests of the Alliance and the community. It identifies infrastructure needs, including property improvements needed. The committee also monitors zoning activities and issues relating to public policy, and partners with the City to promote economic development within the area.
- E. Business Development: Shall consist of no less than three (3) members and shall be appointed by the President.
- F. Communication: Shall consist of no less than three (3) members and shall be appointed by the President.
- G. Nomination: Shall consist of no less than a Past President that is willing and qualified to serve, one (1) current active Board Member, three (3) Members at-large. The President shall be an ex-officio member and shall only vote in the event of a tie. Slate shall be presented to the membership at the Annual Meeting. Additional nominations

shall be submitted to Nominating Committee in writing not later than thirty (30) days prior to the Annual Meeting, provided such nomination is endorsed by at least five (5) members. All nominees shall be members in good standing and shall have the consent to serve on the Board of Directors. The election shall be no later than December 1st of each year.

Committee chairs and members shall be appointed by the President with the consent of the Executive Committee.

Directors or Chairs of Standing Committees shall serve on the Board of Directors.

Duties of Standing Committees shall be established by the Executive Committee.

ARTICLE VIII: TERMS OF OFFICE

Section 1. Officers shall be elected for one year term and shall assume office on January 1st.

Section 2. Chairs of Standing and Internal Committees will serve by appointment from the President until the next general meeting when they will be confirmed for one year terms.

Section 3. The Board of Directors serves as long as they hold the appointment, and are re-confirmed at the annual General Meeting.

Section 4. Serving Officers, Board Members and Committee Members may be removed by two-thirds (2/3) vote of the Executive Committee for cause whenever in its judgment the best interests of the Alliance would be served thereby, following procedures outlined in Committee policy, due to but not limited to the following:

- A. Malfeasance
- B. Misfeasance
- C. Dereliction of fiduciary duty

Section 6. Any Officer, Board or Committee member may resign at any time by giving notice to the President, or Recording Secretary. Any such resignation shall take effect at the time of receipt of such notice, or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. In case of a vacancy, for any cause, in the office of the President, Vice President, Secretary or the Treasurer, the

Board of Directors shall elect a successor who shall serve for the unexpired portion of the term or, in the case of disability, until the disability ceases.

ARTICLE IX: MEETINGS

Section 1. Annual Meeting.

- A. The organization shall have at least one Annual Meeting per year. The Annual Meeting will be held on a date determined by the Executive Committee, and no later than December 1st of any given year. Effective notice of such meeting shall be mailed, facsimilied, or emailed to the last recorded address, fax or email address provided by the member at least thirty (30) days before the Annual Meeting.
- B. Regular Meetings of the organization shall be held at any time and any place as determined by a resolution of the Board of Directors. Notice of time and place shall be mailed to each member at least thirty (30) days in advance of the meeting.
- C. Special meetings of the membership may be called by the President on the instruction of the Executive Committee or upon the written request of 25% of the membership. Each member shall be notified in person, by mail, or electronically at their last recorded address at least 10 days before the date of the meeting, as to the time, place, and purpose of the meeting.
- D. A quorum for any general meeting shall be 40% of the active membership of all membership levels.
- E. In the case of any general voting or elections, proxy votes will not be accepted.

Section 2. Executive Committee Meetings.

- A. The Executive Committee shall meet at least three (3) times per year. The meeting dates will be established by the President.
- B. Additional meetings can be called by the request of any Executive Committee Member and two other officers.

C. A quorum for Executive Committee meetings will be a majority of the Committee, which shall include at least three elected officers.

D. Under special circumstances, it may be necessary to take action prior to a scheduled meeting:

1. Consent in writing may be given when each Committee member has the opportunity to respond to the issue. Responses and action resulting shall be reported and filed with the minutes of the next regular meeting. Print copies of e-mail will be construed as consent in writing.

2. Consent by voice, whether by direct contact, telephone, or E-mail, may be taken provided that consent in writing follows.

E. Any member may attend any meeting of the Executive Committee, but shall have no vote.

F. Any member may request in writing seven days prior to the meeting to have a matter placed on the agenda.

Section 3. Board Meetings

A. The Board of Directors shall meet at least four (4) times per year. The meeting dates, places and times shall be determined as necessary by the Board of Directors.

B. Special meetings of the Board of Directors may be called by the President on the instruction of the Executive Committee or upon the written request of 25% of the membership. Each member shall be notified in person, by mail, or electronically at their last recorded address at least 10 days before the date of the meeting, as to the time, place, and purpose of the meeting.

Section 4. Additional meetings may be held from time to time as scheduled by the Executive Committee and Education Committee for the purpose of pursuing the objectives of the Alliance through the education of its members. No business shall be conducted at such meetings unless so directed by Executive Committee and advertised in advance of said meetings.

Section 5. Planning meetings of the officers or other sub-groups of the Committee may be held as called by the President. No

business requiring motions, votes, or other official action shall be conducted at such meetings.

ARTICLE X: BYLAW CHANGES

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE XI: RULES OF ORDER

Roberts Rules of Order, latest edition, shall be the authority governing all meetings and conferences when not in conflict with the Bylaws of the organization.

ARTICLE XII: FISCAL YEAR

The fiscal year of this Alliance shall be from January 1 through December 31.

ARTICLE XIII: INDEMNIFICATION

Section 1. Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, agent, or employee of the Alliance shall be indemnified by the Alliance to the extent permitted by law. Such indemnification shall not apply to matters where a court of law rules that such director, officer, agent, or employee is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of other rights to which such director, officer, agent, or employee may be entitled apart from this article.

Section 2. The Alliance assumes all liability to any person, other than the members, for all acts or omissions of a director or officer committed in the good faith performance of the director's or officer's duties. Notwithstanding, a director or officer shall be personally liable to the corporation or its members for monetary damages for a breach of fiduciary duty as a director or officer to the extent permitted by law. No repeal or modification of this article by the members of the Alliance shall adversely

affect any right or protection of any director or officer existing at the time of any acts or omissions occurring before such repeal or modification.

ARTICLE XIV: DISSOLUTION

Upon dissolution of the Alliance, the Executive Committee shall, after paying or making provision for the payment of all the liabilities, dispose of the assets of the Alliance exclusively for the purposes of the Alliance. Any funds remaining shall be distributed to one or more generally recognized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.