

By-Laws

Bright Area Business Association, Inc.

To further the purposes set forth herein, the members agree to be, and hereby are, organized under the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I – THE ORGANIZATION

1.0 Name of Association

The name of this Association shall be: Bright Area Business Association, Inc.

2.0 Purposes

The purposes for which the Association is formed are:

To promote the commerce, welfare, and development of Bright, Indiana and the surrounding community. To carry on such other business as may be necessary or convenient or desirable to accomplish the above purposes and to do all things and for all purposes for which a nonprofit corporation may be organized in the state of Indiana and not repugnant to the laws thereof. The activities of the Association shall be held and maintained in the spirit of these purposes.

3.0 Powers

The Association shall have all the powers necessary to provide activities to conduct its purposes including, but are not limited to, the power to collect, hold and disseminate information consistent with its purpose: to conduct seminars and workshops, and the power to collect dues and disperse funds for the membership.

ARTICLE II - MEMBERSHIP

1.0 Membership

Any business, association, corporation, partnership or individual interested in the subject is welcome to be a member in the Association as long as said member remains in “good standing”. A member is in “good standing” when the member pays the annual membership dues when required. Each entity will be entitled to only one vote.

A member is no longer in “good standing” when the member fails to pay the annual membership dues when required, or, in the judgment of the majority of the members, the member no longer supports the best interests of the Association.

Complementary memberships may be extended to other not for profit organizations with a same or similar purpose.

2.0 Dues

The Association's activities shall be funded through the use of annual membership dues. All funds collected by the Association shall be used by it to provide for the various activities permitted by these by-laws.

The annual membership dues required for membership in the Association shall be established by a majority vote of the members of the Association, upon the recommendation of the Executive Board. The annual membership dues for any fiscal year shall be \$50. Any business, association, corporation, partnership or individual that joins the Bright Area Business Association in the last quarter of a calendar year, their paid dues includes that calendar year and the subsequent calendar year as a paid full membership. The annual membership dues may be varied from fiscal year to fiscal year, but any such dues in effect for any fiscal year shall be the same for all members.

3.0 Fiscal Year

The Association shall operate with the calendar year as its fiscal year.

4.0 Funds Management and Authorities

No member has the authority to obligate the Association in any way. In doing so that member becomes personally responsible for that obligation and not the Association.

These by-laws describe the rules by which the Association is to be governed. Any situation concerning the governing of this Association which is not specifically described in these Articles shall be governed by "Robert's Rules of Order". In any situation in which these Articles conflict with "Robert's Rules of Order", these By-Laws shall prevail.

ARTICLE III - MEETINGS

1.0 General Membership Meetings

The entire membership meets monthly. The meetings are conducted by the President or designated alternate. Meetings shall consist of programs of general interest to the membership, brief announcements, and business. A minimum of 10 members must be present to conduct formal association business.

2.0 Executive Board Meetings

The Executive Board shall be called by the President as needed or as designated for purposes indicated at the General Membership Meeting by a majority vote of the membership present. The Executive Board Meetings shall be open to the general membership. Executive Board Meetings and location shall be announced in advance to the membership whenever possible. A minimum of 3 voting members (or designated representation) must be present to conduct club business.

3.0 Quorum

At meetings, the member attendees shall constitute a quorum and conduct business by a majority vote.

ARTICLE IV – THE EXECUTIVE BOARD

1.0 OFFICERS’ DUTIES

The Executive Board is composed of the officers elected by the general membership at the December general membership meeting. The officers are responsible for the daily operation of the Association as described in the officers’ duties. The following describes the duties of each of the officers:

PRESIDENT – The office of President is the primary person responsible for the business operation of the Association and presides at the regular membership meetings and the Executive Board meetings.

VICE PRESIDENT – There shall be one Vice President. He / She will have one vote on the Executive Board. The Vice President is responsible for the performance of the President’s duties in the absence of the President. The Vice President, along with the Executive Board, is responsible for the program planning for the general membership meetings.

TREASURER – The Treasurer shall be responsible for all financial matters and their proper management. Funds shall be kept on deposit in financial institutions. The Treasurer shall give a monthly financial report to the members.

SECRETARY – The Secretary shall be responsible for keeping of the minutes of meetings.

Others – As designated.

2.0 ELECTION OF OFFICERS

Nominations will be opened at the November general meeting and close at the end of the November general meeting. The election will be held at the December meeting with the results announced by the end of the meeting. Officers will be installed at the January meeting. Each officer shall serve for a term of one year and no more than two consecutive years from the date of his or her installation of that office held, and until his or her successor is duly elected and qualified. If there are not any officer(s) nominated to run in his or her position(s), then the incumbent may continue to serve until the next election.

Nominations for any office may be made from the floor or written-in, prior to elections being held, by any member. If the members who have been so nominated consent to run and to serve if elected, and if their respective nominations have been duly seconded, their names shall be placed on the ballot. The election of officers shall be a simple plurality of ballots presented to the Secretary during the December meeting.

Officers must be members and only members who have been members for at least one calendar year in good standing at the time of their election and must maintain their good standing throughout their term of office.

2.1 Removal from Office

Any officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining members of the Executive Board. The suspended officer may request a reinstatement vote by the general membership, following the rules of elections of officers at the next general membership meeting. If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Executive Board must then select a successor to fill the vacant position. The selection is subject to general membership confirmation by a majority vote at the next regular meeting.

ARTICLE V – APPOINTMENTS

The President or Executive Board may select members to serve special assignments of need. The appointments will be subject to approval by the general membership.

ARTICLE VI – REPRESENTATION OF THE ASSOCIATION

The use of the name of this Association or its identifying symbols by any person or organization will be subject to the consent of the majority of the Executive Board.

ARTICLE VII- AMENDMENT OF BY-LAWS

Two methods exist to propose an amendment to, addition to, or repeal of, any provision of, or all of these By-Laws.

1.0 By Executive Board

The Executive Board may propose any such change in these By-Laws by presenting said changes at a General Membership Meeting.

2.0 By Members

Any member may propose any such change in these By-Laws by submitting to any member of the Executive Board a petition which sets forth the proposed change and which is signed by at least 2/3 of the members at a meeting to be voted on at the next meeting. The membership list of the month previous to the month in which the petition is submitted shall be used for determining the membership count.

Any proposed change must be published in the newsletter one month prior to the meeting in which the votes are due to be submitted. Approval of any amendment to, addition to, or repeal of, any provision of, or all of, these By-Laws requires a majority of the submitted signed, votes received from the members.

ARTICLE IX – DISTRIBUTION OF ASSETS

In the event that the Association ceases to function, or in the event that the members decide to terminate it, the Executive Board shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the remaining assets of the Association to such organization or organizations which the Executive Board shall select which are then qualified as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Association is then located, or was most recently located if the Association has ceased to function, to such organization or organizations which said Court shall select which are then qualified as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Dated: November 7, 2016