Bylaws

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: Bight Area Business Association, Inc., hereafter referred to as the Association

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 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

There shall be three (3) classes of membership: Voting Members, Associate Members, and Complementary Members. Associate and Complementary members will not have voting privileges.

Any business, association, corporation, partnership, or individual interested in the purposes of the Association is welcome to be a voting 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 dues-paying 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 when by vote of the majority of the members the member no longer supports the best interests of the Association.

Associate members (non-voting) are those persons who are part of a business, association, corporation, or partnership and who are not the designated voting representative of that entity

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

2.0 Dues

The Association's activities shall be funded primarily 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 bylaws.

The annual membership dues required for membership in the Association shall be recommended by the Board and established by a majority vote of the members of the Association at the annual meeting. The annual membership dues may be varied from fiscal year to fiscal year, but any such dues shall be the same for all voting members.

Any member that joins the Association in the last quarter of a calendar year and pays their dues during that quarter shall be considered paid in full for the remainder of that year and for the entirety of the subsequent calendar year.

ARTICLE III - FINANCES

1.0 Fiscal Year

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

2.0 Funds Management and Authorities

The Board shall have the authority to disperse up to $100 without a vote of the membership. All other expenditures shall require a vote of the membership. No member shall have the authority to obligate the Association in any way. In doing so, that member becomes personally responsible for that obligation and not the Association.

ARTICLE IV – MEETINGS

1.0 Meeting rules

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

2.0 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 promotion of member businesses. A quorum consisting of a minimum of ten (10) members must be present to conduct formal Association business.

3.0 Board Meetings

Board meetings 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 Board Meetings shall be open to the general membership. Board Meeting times and locations shall be announced in advance to the membership whenever possible. A quorum consisting of a minimum of one-third of the board members (or their designated representatives) must be present to conduct Board business.

Special Board meetings for time sensitive issues may be held by telephone, electronic mail, or other suitable means. Any such special board meetings must meet normal quorum requirements.

4.0 Annual Meeting

There shall be an annual meeting for the purpose of election of Officers, sharing financials, statistics, and accomplishments, as well as review any other business, as necessary. This meeting shall be open to all members and guests. It shall be held in conjunction with the December general membership meeting.

ARTICLE V – LEADERSHIP STRUCTURE

1.0 The Board

The Board is composed of the Officers and Directors elected by the general membership at the annual meeting. The Board shall have a minimum of seven (7) members and a maximum of eleven (11) members. Four (4) of the Board members shall be the Officers described below and the remaining members shall be Directors. Should the Board membership, for any reason, fall below the minimum, the Board shall, at its earliest convenience, call for a special election to fill any empty seats and return the Board to full strength.

1.1 Limited Liability

Board members will not be held personally liable for any debts, liabilities, or other obligations of the Association except as described in Article III - Section 2.0.

2.0 Officers

The officers are responsible for the daily operation of the Association as described in the officers' duties. The officers shall be President, Vice President, Treasurer, and Secretary.

2.1 President

The President is the primary person responsible for the business operation of the Association and presides at the regular membership meetings and the Board meetings. The President shall not vote except to break a tie.

2.2 Vice President

There shall be one Vice President. He or she will have one vote on the 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 Board, is responsible for the program planning for the general membership meetings.

2.3 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.

2.4 Secretary

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

3.0 Directors

Directors shall be voting members of the Board. There will be sufficient Directors such that when their number is added to the number of Officers the board will be at full strength. The Association's most recent past president shall automatically become a Director. The other positions shall be filled at the annual meeting.

4.0 Committees

Committees shall have an appropriate number of members to accomplish their goals. A committee may have as few as one member.

4.1 Standing Committees

The Association's standing committees shall include Finance, Education, Membership, and Bylaws. All Standing Committees shall be chaired by a Board member.

4.2 Ad Hoc Committees

Ad Hoc committees may be formed by the Board or by vote of the membership to address specific issues as they arise. Ad Hoc committees may be chaired by any voting member.

5.0 ELECTION OF BOARD MEMBERS

Nominations will be opened at the September general meeting and close at the end of the November general meeting. Any member in good standing may make a nomination.

Nominations for any office may be made from the floor during those meetings or submitted in writing via regular or electronic mail prior to the November meeting.

The election will be held at the December meeting with the results announced by the end of the meeting. Only voting members in good standing may vote for Officers. The election of Officers shall be a simple plurality of the votes cast in that meeting and votes submitted by email. Officers terms shall begin at the end of that meeting. Each officer shall serve for a term of one year from the date of his or her installation and until his or her successor is duly elected and qualified.

Officers must be members in good standing prior to their election and must remain in good standing throughout their term of office.

5.1 Removal from Office

Any officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining members of the 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 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 VI – APPOINTMENTS

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

ARTICLE VII – 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 Board.

ARTICLE VIII- NONDISCRIMINATION POLICY

The Officers, Directors, committee members, employees, and persons served by this association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Association to not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin.

ARTICLE IX- AMENDMENT OF BYLAWS

These bylaws may be amended or altered by a majority vote of the members present at any regular or special membership meeting, providing the notice for the meeting included the proposals for amendments.

Any proposed amendments or alterations shall be submitted to the Board in writing via first class mail, facsimile, electronic mail, or such method approved by the Board, at least ten (10) business days in advance of the meeting at which they are to be acted upon.

Any proposed change must be published on the web site prior to the meeting in which the votes are due to be submitted.

ARTICLE X – DISTRIBUTION OF ASSETS

In the event that the Association ceases to function, or in the event that the members decide to terminate it, the 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 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: December 9, 2016

DRAFT