

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: Bright Area Business Association, Inc. hereafter referred to as BABA or 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 Complimentary Members. Associate and Complimentary 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 as 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 that 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.

Complimentary memberships (non-voting) 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.

2.1 Competitive Bids

All purchases or contracts in excess of \$500 shall require competitive bids. The Board may make exceptions if it determines the exception to be in the best interest of the Association. When evaluating the bids, the Board should, where possible, give preference to best overall value. Best overall value is a combination of price, service, quality, and any other significant considerations. BABA members submitting a bid may be given extra consideration unless doing so would violate Article V— Section 1.2 Conflict of Interest. The Board will choose the most desirable bid and recommend it to be ratified by a vote of members.

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. Notice of meetings will be provided on the BABA website or by email.

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.

2.0 Special Meetings

Special meetings of the Members may be called by the President, by the Board of Directors, or by petition of not less than one-third of all Voting Members. Any such special member meetings must have a valid quorum to validly conduct business. The special meeting petition shall be presented to the President or Secretary so that appropriate notice can be provided to the membership.

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.

3.0 Special Board Meetings

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 purposes of election of Officers; sharing financials, statistics, and accomplishments; as well as 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—BOARD OF DIRECTORS

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 Funds Management and Authorities.

1.2 Conflict of Interest Policy

The Board shall establish a Conflict of Interest Policy. Each Director, Officer, or member of a committee with governing board-delegated powers shall annually sign a statement which affirms their knowledge of and compliance with the Association's Conflict of Interest Policy. Failure to comply with the policy may result in removal from the Board or other appropriate action as determined by the Board. The policy shall be attached as Appendix A to this document.

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

Subject to the general control of the Board of Directors, the President shall manage and supervise all the affairs and personnel of the Association and shall discharge all the usual functions of the chief executive officer of a not-for-profit corporation. He shall preside at all meetings of Members and Directors and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe. The President shall have authority to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals, the agents of the Association subject to law, the Articles of Incorporation and these Bylaws. The President shall be responsible for verifying that appropriate taxes, insurance, and any other applicable fees of the Association are paid. The President shall not vote except to break a tie.

2.2 Vice President

There shall be one Vice President. The Vice President shall have the powers of, and perform all the duties incumbent upon, the President during his absence or disability and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe. He or she will have one vote on the Board. The Vice President, along with the Board, is responsible for the program planning for the general membership meetings.

2.3 Treasurer

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Association. He or she shall have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may from time to time come into the possession of the Association. The Treasurer shall deposit, or cause to be deposited, all funds of the Association with such depositaries as the Board of Directors shall designate. The Treasurer shall collect all dues and assessments from the Members, as due; pay any corporate monetary obligations in a timely manner; and be responsible for any corporate tax returns as required by law. The Treasurer shall file appropriate corporate filings, when required, including the business entity report with the Secretary of State. The Treasurer shall furnish at general meetings and at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Association, and in general shall perform all duties pertaining to the office of treasurer and such other duties as these Bylaws of the Board of Directors may prescribe. The Treasurer shall ensure that all financial documents are maintained in a secure environment.

2.4 Secretary

The Secretary shall attend all meetings of the Members and of the Board of Directors, and keep or cause to be kept, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all Standing Committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Association of deeds, leases, agreements, and other official documents. ~~The Secretary shall file appropriate corporate filings, when required, including the business entity report with the Secretary of State.~~ The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Association, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe. The Secretary shall ensure that these Bylaws, all records, and documents (excluding financial documents) of the Association are maintained in a secure environment.

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 for one year to facilitate continuity within the organization. The other positions shall be filled at the annual meeting.

4.0 Committees

Ad hoc committees can be created by the Board to perform a specific function or to assist the Board as required. 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 a 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 or directorship 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 or Directors. The election of Officers and Directors shall be a simple plurality of the votes cast in that meeting and votes submitted by email.

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

5.1 Terms of Office and Term Limits

Officers' and Directors' terms shall begin at the end of that meeting. Each 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.

5.2 Term Limits

~~Officers and Directors~~President shall be limited to three (3) consecutive terms ~~in any given position. They.~~ President may, however, remain on the Board following in a different Board, or Officer, position. Other Officers and Directors shall not have a term limitation.

5.3 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 not to 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 website prior to the meeting in which the votes are due to be submitted.

These revised Bylaws were approved by member vote and adopted: ~~7/10/2017~~December 13, 2025

Signatures:

President