

**BY LAWS  
OF THE  
ENGLEWOOD BUSINESS ASSOCIATION  
Adopted March 2012**

**ARTICLE I – NAME & MISSION**

- Section 1: The name of the organization shall be the “Englewood Business Association”, here after referred to as the EBA.
- Section 2: The EBA is organized exclusively for the purpose of promoting the general welfare and prosperity of the Englewood Station Arts District and surrounding neighborhood.

**ARTICLE II – MEMBERSHIP**

- Section 1: **Eligibility** – Any reputable person, association, corporation, partnership, or estate may subscribe to Membership in the EBA.
- Section 2: **Annual Members Dues** – Dues shall be based on the calendar year. A complete written “Application Form” is required at the time membership dues are paid. Members shall pay the annual dues in accordance with the then current dues structure. Only current members shall have the right to vote or hold office in the EBA.
- Section 3: Dues will be collected at the beginning of our fiscal year, April 1. First year dues may be prorated monthly for new members who join within a calendar year.
- Section 4: **Membership** –
- a. **Voting Membership** – The Member will have one vote. However, any business, corporate or entity Member shall have the opportunity to include their staff or other representatives who will be recognized as a Member, but with no voting privileges.
  - b. **Friends of EBA Membership** - allows no vote.
- Section 5: **Voting** - Each Membership shall be entitled to one vote.
- Section 6: **Vote Alternate** – Any Member shall have the right at any time to change any or all of his or her representatives to alternates.
- Section 7: **Suspending of Members** – Any Member or firm neglecting or refusing to pay his or her dues after sixty (60) days of the beginning of the fiscal year, will be suspended by action of the Board of Directors from the privileges of the EBA until payment is made. A member whose dues are not paid shall not vote.
- Section 8: **Expelling Members** – Any Member may be expelled by the Board of Directors by a majority vote for nonpayment of dues or, after notice and opportunity for hearing, for conduct unbecoming a Member.
- Section 9: **Termination of Membership** – The termination of a Membership shall cause the forfeiture of all interest of the Member in and the property of the EBA. No monetary refunds will be given.
- Section 10: **Resignation** - Any member may resign in writing to the secretary.

Section 11: **Reinstatement** - Members who have been suspended for non payment may be reinstated at any time by the payment of one year's dues.

### **ARTICLE III – MEETINGS**

Section 1: **General Meetings** – Meetings of the membership, guests, friends and/or neighbors may be held for general information, instruction, education, entertainment, or any program that would bring general enlightenment and benefit. Such meetings may be held according to a schedule set by the EBA.

Section 2: **Special Meetings** – Special Meetings of the general membership or for the members of the Board may be called by the Board or the President or upon request of twenty (20) percent of the Members in good standing. Such requests shall state the purpose(s) of the proposed meeting. Written notice of a Special Meeting will state the place, date, and hour of the meeting and the purpose(s) for which the meeting is called. This notice shall be given not less than seven (7) days or more than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting. Business transacted at any special meeting of Members shall be limited to the purpose(s) stated in the notice.

Section 3: **Annual Meeting** – The Annual Meeting of the EBA shall be held at a place and hour to be designated by the Board during the month of March of each year. The members present at the March Annual Meeting shall constitute a sufficient number to hold an election.

Section 4: **Board Meetings** – Meetings of the Board shall be held at times and places mutually agreed upon, whenever the need for such meetings arise, but in no event less than once each quarter. The purpose of such meetings shall be to plan short & long range goals pertaining to each officer's duties and the EBA's direction as a whole. There must be 5 of the 7 Board members present at a meeting to constitute a sufficient number to complete a vote on any issue.

### **Article IV: ELECTIONS:**

Section 1: **Nominating Committee:**

- a. A Nominating Committee shall be created at the January meeting. The President shall appoint the chairperson and two members shall be elected from the floor.
- b. Nominating Committee shall prepare a list of candidates for the elective offices and two (2) Delegates to the Board. Such list shall be presented at the March Annual Meeting.
- c. Nominations may also be made from the floor.

Section 2: Officers & (2) Delegates of the Board shall be elected at the Annual Meeting each March to serve for a term of one (1) year commencing at the beginning of the April meeting.

Section 3: Voting Members shall cast their ballot at the March Annual Meeting after reviewing the recommendations of the Nominating Committee and any nominations from the general membership.

Section 4: Officers shall be installed and assume their duties at the beginning of their term starting April 1st.

**Article V: BOARD:**

Section 1: The Board shall consist of the elected officers, the immediate past President, and two (2) Delegates of the Board from the membership in good standing.

Section 2: All elected members of the Board shall vote on Board-related issues.

Section 3: Any member may request permission to be put on the agenda to present at a Board Meeting.

Section 4: The Board will prepare a budget to present at the May meeting.

Section 5: **Meetings of Board**

a. Meetings of the Board shall be held at times and places mutually agreed upon, whenever the need for such meetings arise, but in no event less than once each quarter.

b. The purpose of such meetings shall be to plan short & long range goals pertaining to each officer's duties and the EBA's direction as a whole.

c. There must be 5 of the 7 Board members present at a meeting to constitute a sufficient number to complete a vote on any issue.

**Article VI: DUTIES OF OFFICERS:**

Section 1: **The President shall:**

a. Preside at all General and Board Meetings.

b. Prior to each meeting, prepare an agenda of business to be brought up at the meeting.

c. Appoint members to chair the EBA's Committees from interested volunteers.

d. Be an Ex-officio Member of all Committees except the Nominating Committee.

Section 2: **Vice-President shall**

a. Assume the duties of the President in his or her absence.

b. Be the "Community Ambassador" for the EBA to approach any new business owners, artists, landowners, and community members to join the EBA.

c. Be an Ex-officio Member of all Committees pertaining to community ambassadorship.

Section 3: **The Secretary shall:**

a. Send out the notice of all upcoming meetings seven (7) days prior to the meeting.

b. Record the proceedings of all general meetings and meetings of the Board.

c. Read the minutes or provide written copies of the minutes to the members at each meeting.

d. Make any additions and/or corrections to the "last" month's minutes, as voted upon at the meeting, and send them out electronically to the membership within seven (7) days after the meeting.

- e. Send out any information that will need to be received by the membership in between meetings.
- f. Work with a communications volunteer.
- g. Maintain copies of the EBA's By-laws, keeping amendments current.
- h. Make information available to the Board and the Members in good standing of the EBA.

**Section 4: The Treasurer shall:**

- a. Collect all dues.
- b. Provide a list of all members in good standing to the President & Secretary.
- c. Care for the EBA's funds in an appropriate manner in accordance with Article VIII.
- d. Submit a written financial report at each meeting containing:
  - i. Balance forward
  - ii. Income
  - iii. Expenses
  - iv. Ending balance
- e. Pay bills promptly.
- f. Submit an Annual Summary Report for an audit after immediately after March 31, and no later than April 3.
- g. Chair any Finance Committee.
- h. Assist in the preparation of the budget, by having past financial records available at said meeting.
- i. Make financial information available to the Board and the Members of the EBA.
- j. Reconcile each month's bank statement.

**Section 5:** The officers shall assist the President and other members of the Board in accomplishing the objectives of the EBA and shall deliver to their successors all material pertaining to their offices within a timely period after the March meeting, no later than March 31.

**Section 6:** Vacancies of the board will generate a Nominating Committee so that the office will be filled by election at the next meeting or earliest convenience.

**Section 7:** Only an elected officer shall sign contracts for approved activities.

**ARTICLE VII – COMMITTEES -**

**Section 1:** Special Committees shall be created as needed with the chair being appointed by the President. The Committee can not act until an announcement of its membership is made and the goals and timeline have been adopted by the membership.

a. Committees consist of, but are not limited to: Advertising, Marketing, & Web, Art Coalition, Beautification & Clean Up, Car Shows, Flag Day, Grant Writing, Membership, Mystic Pumpkin, Public Art Display, Street Scape, Trunk Treasures, Third Friday Art Walk, etc...

Section 2: **Meetings** – Meetings of Committees may be called at any time by the Chairman of such Committees or by the President if need be.

Section 3: **Committee Minutes** – Each Committee shall record the minutes of each meeting and give a report at the General Meetings.

Section 4: Nominating Committee is listed under Article IV.

Section 5: **Audit Committee** shall be created at the March meeting. The President shall appoint the chairperson and two members shall be elected from the floor.

a. The Audit Committee will use the audit checklist to audit the account.

- i. Make sure there is a yearly financial statement.
- ii. Check that all deposits and expenditures are in categories.
- iii. Prove checks with bank statement and check ledger.
- iv. Prove monthly bank reconciliations.
- v. Make sure all checks have a receipt or voucher.

b. The Audit committee chair will receive the audit information from the past Treasurer between March 31 to April 3. The Chairperson will set up audit time with Audit Committee and will get information to the President for presentation to the Board and the President will make the report open to the membership at the May meeting.

#### **Article VIII: FINANCES**

Section 1: The Budget will be prepared by the Board and submitted at the May general meeting for approval.

Section 2: The receipts and expenditures of the EBA shall be recorded in accordance with good business practices.

a. All receipts shall be identified as expenses in categories such as Membership, Advertising, the event, etc...

b. All expenditures shall be documented by a bill or voucher identifying the purpose of payment.

Section 3: All disbursement of the funds of the EBA shall only be made after being authorized by the membership through the budget or a vote of the EBA members at a meeting.

Section 4: Committee Chairmen are responsible for staying within his or her approved budget.

Section 5: An Annual Financial report shall be prepared by the outgoing Treasurer detailing the receipts and expenditures for the previous elective year. A summary of the report shall be submitted promptly after March 31, no later than April 3.

Section 6: The financial records of the EBA shall be audited annually at the end of each elective year. The report shall be presented to the Board by the audit committee and be made available to the general membership at the May meeting.

Section 7: All funds of the EBA must be deposited to the credit of the EBA in such bank or other depositories as the Board may from time to time select.

Section 8: The Treasurer and the President will have a signature card with the bank or other depositories of the EBA's finances.

Section 9: The fiscal year shall end on the 31<sup>st</sup> day of March.

**ARTICLE IX –PARLIMENTARY PROCEDURE-**

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order except as otherwise provided in these By-laws.

**ARTICLE X – AMENDMENTS** - These By-laws may be altered, amended or repealed or new By-laws may be adopted by the majority vote of the current Members of the EBA, at any General or Special Meeting, provided notice of the proposed change shall have been delivered by the Secretary to each Member not less than five (5) days prior to such meeting.

**ARTICLE XI – QUORUM** – General meetings, special meetings, and annual meetings shall be the majority of the Membership present including written proxy vote(s).