

GLENN AREA BUSINESS ASSOCIATION

Established July 2005



www.glennmichigan.com

Amended:

October 19th, 2009

March 21, 2011

Glenn Area Business Association

PO Box 51

Glenn, Michigan 49416

ARTICLE I

NAME

The organization shall be called the Glenn Area Business Association (referred to hereafter as GABA).

ARTICLE II

MISSION STATEMENT

We, as a business association, believe in a successful business environment to promote and support opportunities for all.

ARTICLE III

ROLES AND RESPONSIBILITIES

- a) Establish and maintain contact and communication between those involved in business and with the community as a whole while remaining apolitical in doing so.
- b) Act as pro-business advocates for new and existing businesses.
- c) Conduct regular meetings that allow all businesses to network with one another as customers, clients, and vendors in a relaxed setting.
- d) Provide regular, formalized business meetings to discuss the needs of the business communities and create action plans for advocacy and implementation.
- e) Form partnerships with existing organizations to ensure members have access to organizations that meet their specific needs.
- f) Provide advertising and sponsorship opportunities to businesses for increased positive visibility.
- g) Serve as a connection between business and local governments.
- h) Create and implement events that enhance and encourage tourism and the resultant economic growth that can be enjoyed by the community at large.
- i) Provide fund-raising opportunities to the community organizations that support youth programs and other non-profit organizations that enhance the community.
- j) Assist in disseminating information from organizations dealing with the appearance and betterment of the community.
- k) Publish and maintain business, attraction, lodging, and service guides. Maintain an informational interactive web site.
- l) Assist in maintaining a stronger economy by working with business owners to create a more consistent “year-round” business environment in the Glenn area.
- m) Provide business-to-business referral services to members.

ARTICLE IV

GENERAL MEMBERSHIP

Requirements

- a) Membership shall not be based on race, color, religion, sex, sexual preference, national origin, age, or disability.
- b) Membership geographical boundaries are as follows:
 - North to M-89 (124th Avenue)
 - South to 109th Street
 - East to 62nd Street
 - West to Lake Michigan
- c) Membership outside of these geographical boundaries will be referred to as an Associate Membership.
- d) Membership is open to any business owner who supports the purpose of GABA.

Dues

- a) All member and associate member businesses are required to pay annual dues as prescribed by the Board of Directors. By Board of Directors' approval only, such dues may be waived.
- b) Membership may be cancelled for non-payment of dues according to renewal terms fixed by the Board.
- c) If a member business withdraws from the association for any reason, that member's dues payment shall be retained by the association.
- d) If a member business is sold during the course of a membership year, the membership may transfer to the new owner(s) through the end of that membership year.

Rights of Membership

- a) There are three categories of membership:

Regular Member Business: Single business located within established GABA borders.

Associate Member Business: Single business located outside established GABA borders, which can include a business located in another state.

Group or Organization: Group or organization that represents more than one single interest.

- b) One membership only per business name and location.
- c) Each membership shall have one vote.
- d) Group or organization members shall, through their own selection process, choose one (1) representative for voting or event participation purposes. For purposes of payment, where there is a different fee for member vs. non-member services (e.g., for brochure advertisement, etc.) a group or organization as a whole shall pay the "member" fee. Each individual member business of that group or organization, however, shall pay the "non-member" fee unless that business is a GABA member in good standing in and of itself.

ARTICLE V

BOARD OF DIRECTORS

Composition

- a) The Board of Directors shall be selected from business owners/partners only from member businesses in good standing.
- b) The Board of Directors shall consist of no more than fifteen (15) and no less than five (5) elected members.
- c) The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and Trustees.

General Responsibilities

- a) Board members must remain members in good standing of GABA, and must act consistent with the purpose and goals of the organization.
- b) Board members must attend regular Board meetings as well as the General Membership meetings.
- c) Three (3) consecutive absences or five (5) absences from regular Board meetings within a twelve-month period may be grounds for dismissal by a majority vote of the Board.

Terms and Vacancies

- a) Once seated, each Board member shall serve his/her assigned term unless he/she voluntarily resigns, is incapacitated and unable to act, or until such Board member is removed from the Board due to failure to fulfill his/her responsibilities set forth in these bylaws. Removal of a Board member may be initiated by the Board and achieved by a majority Board vote.
- b) When a vacancy occurs, a replacement, from the general membership, will be appointed by the Board of Directors for the remainder of the term.

Election and Terms

- a) The Vice President shall be elected annually by a written ballot vote of members of the association. His/her term of office shall be for one (1) year, beginning November 1 and ending October 31.
- b) The Secretary and Treasurer shall be elected every other year by a written ballot vote of members of the association, and their terms shall each be for two (2) years (staggered).
- c) One Trustee shall be elected every other year by a written ballot vote of members of the association, and his/her term shall be for two (2) years. The Trustees shall have staggered terms.
- d) The Board members shall serve without compensation. Upon resolution of the Board of Directors, the Board members may receive reimbursement of any expenses they have incurred on behalf of the association.

Roles and Responsibilities

- a) The **President** shall:
 - Set the agenda for each meeting.
 - Preside over all meetings.
 - Appoint committee heads as the need arises with recommendations from the Board of Directors.
- b) The **Vice President** shall:
 - Assume the office of the President in the year following his or her election as Vice President.
 - Perform the duties of the President in his or her absence.
- c) The **Secretary**, or his or her designee, shall:

- Act as secretary of all members, of all meetings of the Board of Directors and members, and shall keep minutes of all such meetings in books designated for that purpose. The Secretary shall also keep the archives of the association.
- Attend to the giving and serving of all correspondence and notices of GABA.
- Maintain the GABA mailing list and be responsible for the distribution of printed materials to Board members.

NOTE: The Secretary may be assisted by GABA members for any of his or her duties.

d) The **Treasurer** shall:

- Have charge and custody of, and be responsible for, all funds of the association and deposit all such funds in the name of the association in such banks as shall be selected by the Board of Directors.
- Prepare a current treasurer’s report for each Board and general membership meeting, and have copies of said report available for each Board member.
- Prepare an annual budget, in consultation with the Board.
- Perform all duties incidental to the office of Treasurer, and other duties which may be assigned to him or her from time to time by the Board of Directors.

NOTE: The Treasurer may be assisted by other Board members or a bookkeeper.

ARTICLE VI

MEETINGS

Types of Meetings

- a) **Regular Meetings:** The Board of Directors shall meet regularly at a place and time designated by the Board. General membership shall be notified of all meetings and attendance is open to all members. The President shall set the agenda. Prior to the meetings, Board members and general membership may ask to be put on the agenda prior to a meeting under the category of “New Business.” The President has the right to limit speakers to not more than three (3) minutes.
- b) **General Membership Meetings:** A general membership meeting should be held biannually. At least seven (7) days prior written or email notice shall be given to all members. General membership meeting dates shall be voted on by the Board of Directors.
- c) **Special Meetings:** A special meeting may be scheduled by the Board of Directors as the need arises.

Action at a Meeting

- a) **Quorum:** A majority of the number of Board members in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors. Acts or decisions done or made by a majority of the Board members present at a duly-held meeting at which a quorum is present shall be the act or the decision of the Board of Directors.
- b) **Adjournment:** A majority of Board members present may adjourn the meeting without further notice.

Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the majority of the Board of Directors, individually or collectively, consent verbally or in writing to such an action. Such consent shall be filed with the minutes of the proceeding regular meeting of the Board.

Meeting by Telephone or Remote Equipment

Any member of the Board of Directors, or of a committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or remote communication equipment. Participation pursuant to this section shall constitute presence in person at such meeting. Any costs incurred for this action (e.g. phone charges) shall be borne by the member(s) using the service.

ARTICLE VII

COMMITTEES

The Board of Directors may designate one or more committees, and when the Board of Directors is not in session, such committees, to the extent provided by these bylaws, may exercise any or all powers and authority granted to them by the Board of Directors, provided no such committee shall have the power or authority to:

- a) Amend these bylaws.
- b) Fill vacancies on the Board of Directors

Composition

Committees shall consist of Board members and/or general members. If a non-Board member is designated as chairperson of a committee, said designee then shall agree to attend regularly scheduled monthly GABA Board meetings to report committee business to the full Board. Community members are welcome to lend assistance to GABA committee projects with the understanding that they hold no policy-making power within the committee or GABA.

Responsibilities

Activities of each committee meeting shall be reported by the committee chairperson to the Board of Directors at a regular meeting. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, these bylaws. The designation of such committees and delegation of authority thereto shall not operate to relieve the Board of Directors or any individual Board member of any responsibility imposed upon the Board.

ARTICLE VIII

FUNDING

Budget

- a) Expenditures, including those for The Glenn Square (A Small Town Dream), and the income necessary to fund them, will be determined by the Board of Directors. An annual budget shall be prepared by the Treasurer, in consultation with the Board, and said budget shall be ready for submission to the full Board by January 15 of each year. Said annual budget may be amended at a later date by a majority Board vote.
- b) Fiscal Year: The fiscal year of the association shall commence on November 1 and end on October 31, unless some other fiscal year is fixed by resolution of the Board of Directors.

Income

Projects and other activities of the organization will be funded by donations, dues, fund raising, and special assessments. The latter applies only to projects in which members are assessed according to their participation in the project.

Checks and Drafts

All checks, drafts, or other orders for payment of money and evidences of indebtedness issued in the name of the association shall be signed by such Board members of the association and in such manner shall be determined from time to time by resolution of the Board of Directors. Endorsements of deposit to the credit of the association in any of its duly authorized depositories may be made, without countersignature, by the Treasurer or President.

Bank Accounts

The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks or other depositories as may be selected by the Board or by any Board members of the association to whom such power may be delegated from time to time by the Board of Directors. The Board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws. As the Board may deem expedient, the Board of Directors may also, from time to time, authorize the making of such other lawful investments as the Board may deem appropriate.

Disbursement of Funds Upon Dissolution

Should the organization known as GABA dissolve, all assets remaining after the settlement of outstanding financial obligations shall be equally distributed to GABA members current in their membership at the time of dissolution. This task shall be performed by the Treasurer.

ARTICLE IX

AMENDMENT TO THE BYLAWS

Recommendations for bylaw amendments may be brought to the Board for consideration. If such recommendation is approved by the majority vote of the Board, it shall be put to a vote at the next general meeting, or a special meeting called for that purpose. Each member must be notified in writing (or email) of the proposed changes, and ratification will ensue upon majority vote of present members of such meetings.