

## **BLUE RIDGE BUSINESS ASSOCIATION**

### **BYLAWS**

#### **ARTICLE I - NAME**

The name of this association shall be the Blue Ridge Business Association.

#### **ARTICLE II - PURPOSE**

The Association is organized in Georgia for the purpose of promoting and supporting economic growth, tourism, area beautification and special events and activities beneficial to the businesses and people in the Greater Blue Ridge area. The Association may provide occasional financial support to local charitable organizations whose activities benefit the people of the area.

The Association shall be nonpartisan, nonsectarian and shall take no part in, or lend support to, the election of, or appointment of, any candidate for public office.

#### **ARTICLE III - MEMBERSHIP**

Any individual, firm, corporation, association or estate may apply for membership in the Association. Each individual, firm, corporation, association or estate shall be listed as sustaining members and appoint one (1) representative. *Each membership in good standing will have one vote. No membership can have multiple votes.<sup>1</sup>*

**EXPULSION:** Members may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or repute of the Association, after notice and opportunity for hearing are afforded the member. Dues will not be refunded due to resignation or expulsion.

#### **ARTICLE IV - DUES**

**WHEN PAYABLE:** Dues of members shall be set by the Board of Directors. Dues are payable upon application for membership and renewable on a 12 month cycle from application date.<sup>2</sup>

**DELINQUENCY:** If any member shall fail to pay dues two (2) months after due date, that member shall be notified by the Treasurer prior to being dropped from membership and shopping guide.

#### **ARTICLE V - BOARD OF DIRECTORS**

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<sup>1</sup> Added

<sup>2</sup> Formerly: ... in advance, annually each January 1<sup>st</sup> or upon application for membership.  
Blue Ridge Business Association, P.O. Box 2527, Blue Ridge, GA 30513

**COMPOSITION:** The affairs of the Association shall be managed by a Board of Directors composed of an odd number of Directors up to the amount deemed necessary by the Board to successfully manage the affairs of the Association<sup>3</sup> and selected by vote from the Association membership. The Past President will retain a position on the Board of Directors.

**HOW ELECTED:** Members in good standing are eligible to run for a Board of Directors opening<sup>4</sup>. Members of the Board of Directors shall be elected by the membership by a majority vote of all votes cast. New Directors shall be elected to replace those whose term has expired.

The President shall appoint a nominating committee of at least three (3) people from the general membership by June 1st. The Nominating Committee will develop and<sup>5</sup> present a slate to Board of Directors<sup>6</sup> at the July Board meeting. At the July membership meeting, the slate will be announced to the membership and additional nominations will be accepted from the floor. Election ballots will be sent to the membership within 7 days after the July membership meeting with a voting deadline of one day before the August Board meeting.<sup>7</sup> The nominees receiving the most votes will be announced at the August membership meeting as having been<sup>8</sup> duly elected to fill upcoming Board vacancies.

**TERM OF OFFICE:**<sup>9</sup> The terms of office shall be staggered and two (2) years in length<sup>10</sup>. Retiring Board members will be eligible for reelection for the Board after a one-year hiatus.

Terms of office shall end after the August meeting of the second<sup>11</sup> year, with newly elected Directors beginning their terms at that time<sup>12</sup>.

**EXPULSION OF DIRECTORS:** Should a Director miss three (3) regular board meetings, without proper excuse, they will be asked to step down and a replacement Director will be appointed by the President with approval by the Board.

**RULES:** The Board of Directors shall enact rules and regulations as may be deemed necessary to conduct the business of the Association, not inconsistent with the terms of these Bylaws. All capital expenditures in excess of \$100 shall be approved by the Board. All decisions concerning the rules, regulations, operation or administration of the Association shall be approved by the Board, unless specifically delegated by the Board.

**MEETINGS:** The Board of Directors shall meet not less than monthly and at such time and place as a majority vote may decide upon. Special meeting of the board may be called by the President or no petition of at least three (3) Directors made to the President. In the event the Board cannot meet due to inclement weather or unforeseen

<sup>3</sup> Formerly: at least five (5) members, but as many as eight (8) members

<sup>4</sup> Added

<sup>5</sup> Added

<sup>6</sup> “Membership” changed to “Board of Directors”

<sup>7</sup> Added

<sup>8</sup> Added

<sup>9</sup> Formerly: The term of office for members of the Board of Directors shall be for three (3) years

<sup>10</sup> Added

<sup>11</sup> Formerly: third

<sup>12</sup> Formerly: in September.

circumstances, meeting will be rescheduled prior to the next regularly scheduled meeting. All members and Directors are urged to attend the Board meetings.

***QUORUM:*** *A quorum shall consist of 50% of the current number of Board members plus one*<sup>13</sup>. There must be a quorum present for the Board to officially transact business; but, in the absence of a quorum, a meeting can be held to hear reports and to satisfy the monthly meeting requirement.

***VACANCIES:*** Should a vacancy occur on the Board of Directors, the President shall appoint a member in good standing to fill the unexpired term. The appointment must receive the approval of the Board of Directors. Persons appointed to fill an unexpired term are eligible for election to the Board upon expiration of their term.

***REPORT TO THE MEMBERSHIP:*** The Board of Directors shall, at the monthly meeting of the Association, make a full report to the membership of the affairs, activities and financial condition of the Association. The members will be kept informed throughout the year through local newspaper articles, periodic newsletters or email.

### **ARTICLE VI - ELECTION OF OFFICERS**

Officers shall be nominated, from the Board of Directors, and elected by the Board of Directors.

***PRESIDENT:*** The President shall preside at the meetings of the Board of Directors and at all meetings of the members of the Association and shall perform all other further duties incident to this office in the work of the organization and to promote its usefulness and service in the accomplishment of its objectives. *The President shall not vote on Board of Director issues unless there is a tie-breaker needed.*<sup>14</sup>

***VICE-PRESIDENT:*** The Vice-president *shall*<sup>15</sup> preside in the absence of the President.

***SECRETARY:*** The Secretary shall be responsible for the minutes and correspondence of the Association. She/he may delegate the actual handling of these activities.

***TREASURER:*** The Treasurer shall be responsible for the funds of the Association and shall see that disbursements of the funds are proper and according to the budget set by the Board of Directors. She/he shall see that all monies of the Association are deposited in its name in such bank or banks as may be designated by the Board.

***PAST PRESIDENT:*** The Past President shall hold office as an advisor.<sup>16</sup>

***TERM OF OFFICE:*** The term of office for all Officers shall be for *two (2) years*<sup>17</sup>. Officers may be re-elected, not to exceed the length of their Board term.

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<sup>13</sup> Formerly: Five (5) Directors shall constitute a quorum.

<sup>14</sup> Added

<sup>15</sup> Removed: be considered President-Elect and

<sup>16</sup> Removed: shall not vote on Board of Director issues unless there is a tie-breaker needed.

<sup>17</sup> Formerly: one (1) year.

**ARTICLE VII - COMMITTEE APPOINTMENT & ACTION**

The President shall appoint all committee chairpersons, subject to the confirmation of the Board of Directors. Committees should meet monthly, prior to each Board meeting or at such other time as determined by the committee chairperson, and be prepared to report any activities and recommendations at the Board Meetings.

***AUTHORITY OF COMMITTEES:*** No committee shall represent the Association in the endorsing or opposing any project without the specific recommendation of the Board.

**ARTICLE VIII - MEETINGS**

***MEMBERSHIP:*** The Membership shall be called in regular meetings at such time, and for such purpose, as the Board of directors may determine. Notice of such meetings shall be made public. Special meetings of the membership may be ordered on Petition of twenty (20) percent of the members in good standing.

***QUORUM:*** At all meetings of the membership of the Association, twenty (20) percent of the voting representatives shall constitute a quorum.

**ARTICLE IX – CITIZENSHIP**

From time to time issues arise that are not specifically a part of the Association, but may affect the Association and its membership. These issues may arise because of actions or proposals from city or county political bodies or private citizens. By passage of this Amendment, the Bylaws shall be amended to allow a member of the Board of Directors to poll the membership for an opinion on any such issue. This poll may be taken by email or by vote at a regular scheduled meeting. The results of such poll will be made public to concerned/interested parties by email or public announcement at the next regular meeting of the Association or the city or county body considering action on the issue, to clearly reflect the feelings of the Association membership.

**ARTICLE X - AMENDMENTS**

The Bylaws may be amended by the majority of the membership, either by mail ballot or at any meeting of the membership at which a quorum is present, provided that the proposed amendment(s) first have the approval of the Board of Directors; and that the general membership has been advised by mail, email or public notice of the proposed amendment at least ten (10) days prior to the mail ballot of the time of the meeting.

These Bylaws shall be considered as approved and binding upon the Association, unless and until amended as above provided, upon majority vote of the membership, with such vote being certified to and approved by the Board.