

# **BYLAWS OF VANDERGRIFT BUSINESS ASSOCIATION**

## **ARTICLE I**

### **VANDERGRIFT BUSINESS ASSOCIATION**

#### **Section 1: Offices**

The registered office of the Vandergrift Business Association (VBA) shall be 143 Grant Ave, Vandergrift, PA 15690. The Association may have such offices in the Vandergrift area, as the Executive Board may determine or as the affairs of the Association may require from time to time.

#### **Section 2: Registered Office and Registered Agent**

The Association shall have and continuously maintain a registered office in the Borough of Vandergrift, and a registered agent whose office is identical with such registered office, as required by the Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office or a PO Box of the Association, and the Executive Board may change the address of the principal office as the affairs of the Association may require. Until otherwise changed the registered office shall be as specified in Section I thereof.

## **ARTICLE II**

The Vandergrift Business Association is organized to promote the Business Community within Vandergrift and the immediate surrounding area. In furtherance of this purpose, but without limitation, to do any of or all of the following:

1. To inspire the observance of high business standards, conduct and professionalism.
2. To encourage the adoption of such business methods and high moral turpitude as will make for efficient and economical operation and adherence to sound business policies and practices.
3. To generate cooperative action among the members of the VBA and with other industries, groups and organizations directed at the promotion of the general welfare and advancement of VBA members.
4. To assist, receive assistance from, cooperate with, consult, and exchange advice and information with other like organizations that have similar interests of the advancement of VBA.
5. To solicit, accept and receive contributions, dues, and subscriptions and to deal with, use and expend the same solely for the purposes of the Association herein set forth, provided that all activities pursued by this Association shall be solely for the purposes herein set forth and that no part of the income of said corporation shall inure to the benefit of any members thereof.
6. To exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, including the right to enter into, make and perform contracts of every kind and description, the right to use and enforce contracts or assert any rights, powers and privileges granted by the laws of this State to associations except as are inconsistent with the purposes hereof.

## **ARTICLE III MEMBERS**

Application for membership in the Association shall be accepted or rejected by the VBA Board of Directors, herein after referred to as the "Board". In the event an applicant is rejected, the applicant shall be given written notification of the reason for rejection and advised that an

appeal may be taken to the Board at its next regularly scheduled meeting. The applicant may then submit further information or may appear before the Board for reconsideration of application. A rejected applicant shall be admitted to the membership upon affirmative vote of a majority of the members on the Board.

**Section 1:** Any person, firm, corporation, or partnership engaged in business in the area may be admitted to membership in the association provided that appropriate dues have been paid for the current year and have complied with such other requirements and conditions as may be established by the Board of Directors. The fiscal year of the Association shall commence on Jan 1 and end on Dec 31 of each year.

**Section 2:** Membership in this association shall not be assigned, nor shall any purchaser at execution sale or any other person who may succeed by operation of law otherwise to the property or interests of a member, be entitled to membership or to become a member of the Association by virtue of such transfer. No voluntary consolidation or merger of a member corporation, partnership or other business firm shall be deemed a transfer or assignment within the meaning of this section, but the merged or consolidated successor corporation shall continue as a member of the Association in the place and stead of the original member.

**Section 3: Resignation:** Any member may withdraw or resign from the Association by giving notice to association headquarters or the secretary of the association their desire to that effect. Such resignation shall not relieve the resigning member from any obligations, which existed prior to their resignation. Upon death, dissolution or substantial withdrawal from the Association by any member, their membership shall thereupon terminate.

**Section 4: Suspension:** Any member may be suspended or expelled from this association for cause. However, no member shall be suspended or expelled except after a hearing, and by a two-thirds (2/3) vote of the Board of Directors. Such member shall be entitled to notice of the charges against him and the time and place of hearing thereon, which notice may be served either personally or by a registered mail addressed to his address appearing on the records of the Association, mailed not less than thirty (30) days prior to the fixed time for hearing. The Board of Directors shall be the sole judge as to whether a member has committed any act or acts constituting grounds for discipline and the extent of the penalty to be imposed. Suspension or expulsion shall not terminate any pre-existing obligation of membership.

## MEMBERSHIP CLASSIFICATIONS

**Section 1: Active Members:** Active members shall be those persons actively engaged in business in Vandergrift and/or surrounding areas. These members who conduct business in the area shall be qualified to actively participate in the Association, have full voting rights, may serve on committees, and hold elective and appointive offices when qualified as set forth in these Bylaws.

**Section 2: Honorary Members:** Local borough, fire department and other such public service entities as determined by the Board shall be classified as honorary (non-voting) members, whereby no dues shall be required.

**Section 3: Membership Dues:** Each class of membership shall pay to the Association annual dues in the amount decided upon by Members of the Association (with exception to designated honorary members). Dues will be billed on an annual basis during the fiscal year as determined by the Board. No refund of any prepaid dues shall be made in connection with any such termination; but, on the contrary, dues for the entire fiscal year during which termination occurs, shall be deemed due and payable upon termination. Member dues must be current 30 days prior to the annual membership meeting before a member may vote on VBA business issues, elections, and committee concerns.

**Guest Policy:** After two (2) visits guest must pay membership dues to continue attending VBA functions. Board will follow up with those in violation of the guest policy.

**Section 3: Revenue:** All revenue received shall be solely used for the purpose of promoting the Business Community within Vandergrift and the surrounding areas, as stated in Article II.

#### **Section 4: Voting**

1. On all issues coming before the Membership each eligible member shall be entitled to one vote.
2. Members of this Association may be required to vote in person, online, but mail or email as deemed appropriate for the occasion or as directed by the Board of Directors.
3. All questions, the manner of deciding which is not otherwise prescribed by law or by these bylaws, shall be decided by simple majority vote of the members voting thereon.
4. President or acting President shall only vote in the event of a tie vote.

### **ARTICLE IV**

#### **Officers**

1. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer, Membership Director, Marketing Director and Event Chair, and as desired by the Board of Directors other directors as needed.
2. Said Officers shall be elected by the Board of Directors of the Association and shall take office immediately after the annual meeting of the members.
3. The officers of the Association shall have such duties and powers as shall be vested by statute, the Certificate of Corporation, the bylaws of the Association and resolutions from time to time of the Board of Directors.
4. Any officer may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the directors at any regular meeting of the Board of Directors or any special meeting thereof, provided that notice of such proposed action shall be included in the notice of such meeting of the Board of directors. At such meeting the officers against who removal action is proposed shall be given full opportunity to be heard as shall the members of the Board of Directors seeking his/her removal, and thereupon a secret ballot shall be taken; and if, by a two-thirds (2/3) vote of the Board of Directors, such a ballot shall be case in favor of said removal, that officer shall thereby be removed from his/her office and his/her office shall be deemed vacant and shall be filled as provided in these by-laws.
5. Any officer who has been elected to the same office for two consecutive two-year terms shall not be eligible for further election to that office until at least one year has expired following his/her second two-year term of office.

#### **Section 1: Duties of Officers**

##### **A. President**

The President shall:

1. Preside at all meetings of the Association.
2. Be an ex-officio member of all committees except the Nominations and Elections Committee.
3. Be subject to the approval of the Board; make all appointments of vacated officer and committee chairpersons as necessary to execute the business of the Association.
4. Approve, with the Treasurer, association related expenses and other expenses on a case-by-case basis in advance. All expenditures in excess of \$200 must be pre-approved by the VBA Board of Directors.
5. Perform such other duties as may be directed by the Board.

6. Shall coordinate changes and notices to the bylaws in accordance with the bylaws and bring such changes before the Board for discussion and approval.
7. Shall have oversight and make recommendations as to legislative issues, coordinate and liaison with legislative concerns. Board shall seek approval before going public with official association related comments.
8. Shall only vote in the event of a tie vote.
9. The President or the Presidents appointee shall act as liaison to the City/Borough Council and other organizations as necessary.
10. Shall prepare the agendas for the meeting.
11. Shall check the Post Office Box and process the mail accordingly.

## **B. Vice President**

The Vice President shall:

1. Perform duties as may be directed by the President or Executive Board.
2. Preside at all meetings in the absence of the President.
3. Assume the Office of the President after serving his/her term as Vice President unless otherwise directed/voted upon by the Board.
4. Annual Awards: The Vice President shall coordinate such awards as the annual president's plaque, outgoing Board of Directors certificates, and Business of the Year Award winners. Appropriate awards, plaques, deadlines and information shall be gathered and coordinated.

## **C. Secretary**

The Secretary shall:

1. Be responsible for recording minutes of all meetings of the Association.
2. Supply written minutes of monthly board meetings or specially called meetings.
3. Maintain copies of records of the association and make available upon request.
4. Perform such other duties as may be directed by the President or the Board.

## **D. Treasurer**

The Treasurer shall:

1. Have charge of funds and disbursements of this association, under the supervision of the Board, and all checks shall be signed by either the Treasurer or the President.
2. Maintain a current membership list and collect funds outstanding.
3. Keep an account of all monies received and disbursed and make prepare a report thereof for each Board meeting.
4. Prepare and maintain association budget.
5. Distribution of all financial notices as prescribed by these Bylaws.

## **E. Membership Director**

The Membership Director shall:

1. Maintain membership renewals and recruit new members.
2. Maintain current membership database monthly in conjunction with the Treasurer.
3. Assist the Marketing Director with the distribution of marketing materials
4. Maintain current rosters of the officers of the Association.
5. Follow up with new members and follow up with thank you notes for referring members.

## **F: Marketing Director**

The Marketing Director shall:

1. Prepare newsletter (if one is published by the VBA)
2. Prepare and distribute releases to the local media.
3. Coordinate up ribbon cuttings.
4. Manage and maintain association social media accounts
5. Direct the management and maintenance of the association website

## **ARTICLE V**

### **Meetings**

**Section 1: Monthly Meeting.** The monthly meeting of the members shall be held on such date or dates and at such time and place as shall be designated by the President or the Board of Directors.

**Section 2: Special Meetings.** Special meetings of the members may be called by resolution of the Board of Directors or by the President, or, in his absence, the Vice President of the Association, and shall be called at any time by the President or Secretary upon teleconference call or email ballot of a majority of the Board of Directors. Notice of special meeting shall be sent to the members at the address carried on the Association's records or to their documented email address. Members shall be notified at least ten (10) days prior to the date of the meeting.

**Section 3: Annual General Meeting (AGM).** The Annual General Meeting (AGM) shall be held in the month of November of each year, time and place to be determined by the Board for the purpose of election of Directors and the transaction of any other business. Notice should be sent thirty (30) days prior to the meeting and should be accompanied by a proxy. At such annual meeting the business shall include the election of directors whose terms are up for election and/or open director seats. The presence of Association members attending such special meetings shall be exercised, conducted and controlled by a Board of Directors. All past presidents currently in good standing with the Association shall be honorary members of the Board of Directors, entitled to attend all meetings thereof; but they shall not be entitled to vote at such meetings.

## **ARTILE VI**

### **Board of Directors**

#### **Section 1:**

1. The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors composed of a minimum of seven (7) or maximum of eleven (11) members.
2. Each member of the Board of Directors must be a member in good standing of the Association.
3. Directors shall be elected by ballot annually from the members of the Association. Said election or Director Confirmation shall take place at the annual meeting of the Association.
4. All who have been elected as a director for two 2-year consecutive terms, shall not be eligible for further reelection to the same office until at least one year has expired following his/her last second term of office.

#### **Section 2: Meetings**

1. **Regular Meetings** - The Board of Directors shall meet before each annual election at a regular Board of Directors meeting. The purpose shall be that of organizing the candidates for office and ballots submitted by the membership to the Nominations Committee. The Board of Directors shall select a President, Vice-President, Membership Director, Marketing Director, Secretary and Treasurer, for approval of the membership at the annual membership meeting. Nominations for Board positions should be sent to the membership

thirty (30) days prior to this meeting being held. The Board of Directors shall meet monthly or at least regularly on such days and at such times and places as the members thereof or the President shall, from time to time, determine.

2. **Special Meetings** - The Board of Directors may be called by the President at any time and must be called by the President at the request or approval of four (4) of the directors. Notice of such special meeting shall be mailed, emailed or telephoned to each director at least six (6) days before the time of said meeting. A special meeting of the Board of Directors may be called at any time by a simple majority of the directors who indicate, by telephone or email that they can be present.

**Section 3: Business.** No notice of any regular meeting of the Board of Directors need specify the business to be transacted. Notice of special meetings of the Board shall state the purpose for which the meeting is called.

**Section 4: Quorum.**

- A. **Board Meetings** - a simple majority of the Board of Directors shall constitute a quorum at each regular or special meeting of the Board of Directors.
- B. **Annual General Meetings (ACM)** -the presence in person or by proxy of a majority of members (51%) total votes of members present shall constitute a quorum.
- C. **Proxies**- Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote.

**Section 5: Vacancy.** Any vacancy in the Board of Directors shall be filled by a majority vote of the Board present at the meeting at which the vacancy is filled.

- A. Any director who ceases to be a member of this Association shall thereupon cease to be a member of the Board of Directors.
- B. No resignation of a member of the Board of Directors shall take effect so long as such resignation would reduce the membership of the Board to a number less than is necessary to form a quorum thereof.
- C. Any one of the directors may be removed with or without cause at any time by a two-thirds (2/3) vote of the members present in person or at any special meeting of the members called for the purpose. At such special meeting the members of the Board of Directors against whom such removal is proposed shall be given full opportunity to be heard as shall the members making such request. A secret ballot shall be taken; if such ballot shall be against such member for removal, that member of the Board of Directors shall be removed from the office of director and his/her office shall be deemed vacant and shall be filled as provided in these by-laws.
- D. Upon death, dissolution, or substantial withdrawal from the Association by any member, their membership shall thereupon terminate.

**Section 6:** At any meeting of the directors, all questions shall be decided by a simple majority of those present and voting.

**Section 7:** The Board of Directors may provide by contract or otherwise for the compensation of such officers, agents and employees as it shall, by resolution, decide and shall fix the amount and conditions of such compensation and may modify the same from time to time.

**Section 8:** The Board of Directors shall have control and management of the affairs of the Association with authority to engage and discharge employees and agents of the Association, fix salaries, create and appoint committees and do everything necessary and desirable in the conduct of the business of the Association and in accordance with the by-laws. This includes the complimentary Annual membership dues for actively serving Board members.

**Section 9:** In addition to the powers by these by-laws expressly conferred upon the Board of Directors, it may exercise such powers and do such lawful acts and things as are not by statute,

by the Certificate of Incorporation or by these bylaws required to be exercised by members.

## **ARTICLE VII**

### **Committees**

**Section 1: Standing Committees.** All committees are subject to approval by the Board. All committee chairpersons must be Active Members of the Association. The President shall be an ex-officio member of all committees except the Nominations and Elections Committee. Committee members if required shall be appointed by the committee chairpersons and subject to approval by the President and the Executive Board.

**Section 2: Special Committees.** The President may appoint such standing or ad hoc committees with such powers and duties as the Board of Directors shall direct. Such Committees shall report to the President and Board of Directors.

**Section 3: Committee Expenses:** All expenditures in excess of \$200 must be pre-approved by the VBA Board of Directors. In the case of events, a proposed budget must be submitted to the Board a least 30 days prior to the event. Vendor hold harmless contracts must be obtained for each event and copies submitted to the board secretary 3 days prior to the event.

## **ARTICLE VIII**

### **FUNDS, INVESTMENTS AND BORROWING POWERS**

- A. All monies belonging to the Association shall be deposited in such bank or financial Institutions as designated by the Board of Directors. All monies belonging to the Association may be withdrawn in accordance with such procedures and over two such signatures as shall be determined from time to time by resolution of the Board. The members of this Association shall not be liable for the debts of this Association except to the extent of any unpaid portion of their respective membership dues and fees.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

The modified edition of Roberts Rules of order Newly Revised shall govern procedure at all meetings when not in conflict with these by-laws.

## **ARTICLE X**

### **AMENDMENTS**

Any and all provisions of these by-laws may be amended by two-third (2/3) vote of the members present and voting at any annual or specially called meeting of members by the Board. Provided that any action of the members or amending these by-laws shall not be subject to change by the Board of Directors without the approval of the members. The written assent of a number of members or directors as required in accordance with the preceding sentence shall be effectual to repeal or amend any by-laws or to adopt additional by-laws without any meeting. Written notice of any proposed amendment or repeal of the by-laws shall be given in the notice of the meeting action thereon at least 30 days prior to the meeting date.

## **ARTICLE XI**

### **DISSOLUTION**

Section 1: In the event of dissolution of the Vandergrift Business Association, any remaining assets shall be distributed after a majority vote of the membership as to the disbursement of

said funds.

The Board of Directors of the Vandergrift Business Association adopt these amended By-laws on the \_\_\_\_ day of 2021..

Certified on the \_\_\_\_ day of \_\_\_\_\_, 2021 by \_\_\_\_\_ Secretary.

Secretary \_\_\_\_\_

Revised 5/12/2023