

# **Hillsdale Business Association Formal Guidelines**

## **Article I. Purpose**

The Hillsdale Business Association is a group of local business owners whose primary purpose is to stimulate trade and improve business conditions in Hillsdale through partnership and networking with our members and other local organizations.

## **Article II. Membership**

### **Section 1. Membership**

There is one level of membership-general membership

### **Section 2. Acceptance**

A business can become a Member by Membership approval, and payment of dues.

### **Section 3. Dues and Special Assessments**

Membership dues shall be charged in such amounts as may be determined by the Membership by majority vote. Annual membership dues are non-refundable and shall become the property of the Association. From time to time, special assessments may be levied by the Officers or Membership to promote specific Association events. Participation in the event related assessment will be optional, however, failure to participate may impact a Member's level of benefit received from the event.

### **Section 4. Class of Members/Voting Rights**

There is only one class of members. Each member is entitled to one vote on each matter submitted to a vote of the Membership. A Member, in good standing and not delinquent in dues or assessments, may only vote in person and may not vote by proxy. An individual Member shall cast their own vote or a representative of a business Member shall cast the vote on behalf of the business Member with which he or she is associated.

### **Section 5. Termination**

Membership may be terminated by written request submitted to the President or another officer. Membership shall automatically terminate upon the death or dissolution of such member/business or for non-payment of dues.

## **Article III. Meetings**

### **Section 1. Meeting of Members**

Meeting of Members shall be held on the first Wednesday of each month. Time and place of such meeting will be determined by the Officers. Other meetings of the Members may be called by the President, Officers, or one third (1/3) of the Membership with notification of the meeting at least three (3) days prior to meeting date.

### **Section 2. Quorum**

A simple majority of those Members present, not delinquent of dues or assessments, voting for or against a proposal will constitute a quorum.

## Article IV. Officers

### Section 1. General

- a) Officers shall consist of a President, Vice-President, Secretary, and Treasurer.
- b) Length of term of Officers shall be one calendar year.
- c) All Officers must be members in good standing and not delinquent in any dues or assessments.
- d) An Officer may be removed by a majority vote of the Membership at a duly held meeting of the Membership.
- e) Any vacancies of Officer positions will be filled at the monthly or a special membership meeting by majority vote.
- f) Officers for the next year shall be determined at the December meeting of the Membership.
- g) Past Officers will lend support to incoming Officer during their term.
- h) Any of the following Officers-President, Vice-President, Secretary, or Treasurer may sign any contract of the Association.

### Section 2. President

- a) The President shall preside at all meetings of the Membership.
- b) Be the representative/spokesperson on behalf of the Membership.
- c) May, if necessary, sign and execute in the name of the Association, contracts, etc. duly authorized by the Membership.
- d) The President insures that all orders and resolution of the Membership are carried into effect and perform all duties necessary or appropriate to the office of President.
- e) The President shall set on the TIFA board as a representative of the Association and in accordance with the Hillsdale Downtown Blueprint 2009.

### Section 3. Vice-President

- a) The Vice-President shall act in the absence of the President, and in the absence or disability of both the President and Vice-President, a representative shall be chosen from the Membership by the Membership with a majority vote.
- b) The Vice-President shall perform other duties as from time to time may be assigned by the President or the Membership.

### Section 4. Secretary

- a) The Secretary shall record and keep the minutes of the Membership meetings.
- b) All meeting minutes shall be kept electronically on a memory stick and hard copy in a binder provided for that purpose.
- c) The Secretary will be the custodian of the records of the Hillsdale Business Association.
- d) In the absence of the Secretary a volunteer at the Membership meeting may be asked for or a designee to fulfill the duties of Secretary at that meeting.
- e) At the expiration of the Secretary's term, all books, procedures, papers, and property of the Association shall be given to the incoming Secretary.

### Section 5. Treasurer

- a) The Treasurer shall receive and disburse the funds of the Association and work closely with the Hillsdale County Community Foundation.
- b) Responsible for reporting the financial position of the Association at the monthly membership meetings. The fiscal year shall be the calendar year.
- c) The Treasurer will be responsible for the collection of dues, special assessments, and giving receipts from monies due the Association. Also a list of current membership of the Association shall be kept and maintained.
- d) At the expiration of the Treasurer's term all books, procedures, and property of the Association shall be given to the incoming Treasurer.

## Article V. Committees

The President or Officers may designate one or more committees to perform such tasks or functions as the Officers and/or the Membership may determine.

No committee shall have the power to commit the Hillsdale Business Association or its officers or agents on matters of policy, or to expend money for or on behalf of the Association without authorization of the Officers or Membership.

## Article VI. Disbursement of Funds

All funds shall be received and disbursed through the Hillsdale County Community Foundation on behalf of the Hillsdale Business Association as per the Designated Pass-thru Fund Agreement dated January 27, 2009. Requests for disbursements must be in writing and signed by either the Hillsdale Business Association Treasurer or President. The Hillsdale County Community Foundation shall provide periodic reports of the income available for distribution to the Hillsdale Business Association.

## Article VII. Guidelines

These guidelines may be amended or repealed in whole or in part and new adopted by majority vote of the Membership.

## Article VIII. Dissolution

This Association may be voluntarily dissolved upon majority vote of the Membership and any assets remaining shall be donated to another charitable organization determined by the Membership by majority vote.