

# **Saxonburg Area Business Association By-Laws** (Approved by Membership December 11, 2018)

## **Article One – Name and Organization**

The Organization shall be known as the Saxonburg Area Business Association (SABA). Saxonburg Area Business Association is an incorporated, non-profit entity under the Pennsylvania Department of State Corporation Bureau and registered as a 501(c)6 entity with the IRS.

## **Article Two – Purpose**

### **Section 1 - Program Objectives**

The Saxonburg Area Business Association's primary purpose is to enhance the economic prosperity of members, economic development of the area, and promote free enterprise, growth and quality of life in southeast Butler County, especially opportunities in the greater Saxonburg region. The methods to accomplish these purposes are:

1. Encourage members to support area businesses through mentorship, marketing and community building by increasing voluntary involvement by area businesses in the community and connecting them to existing programs and new initiatives.
2. Provide public and membership awareness of available businesses and products in the area.
3. Sponsor and promote community events and tourism opportunities in the greater Saxonburg region utilizing "Discover Saxonburg" as a project of SABA.

### **Section 2 - No Political, Religious or Partisan Activities**

The association shall be non-partisan, non-sectarian and non-political.

## **Article Three - Location**

The general membership meetings shall be held monthly with date, time and location decided by the Board of Directors.

## **Article Four – Membership and Offices of the Association**

Section 1 - Active membership shall be composed of organizations, individuals (including individuals without businesses as "Friends of SABA"), corporations, firms or estates who have completed an application and paid current dues in full.

- Each member shall pay to SABA's operating budget according to the fee established annually by the Board of Directors.
  - Dues may be reduced for new members joining on or after July 1<sup>st</sup> as determined by the Board of Directors.
- Membership dues must be paid in full by January 31st of each year and mailed with a completed membership renewal application to P.O. Box 542, Saxonburg, PA, 16056.
- The annual membership directory shall include all active, dues-paying members as of January 31st of each year.

Section 2 - The Board of Directors reserves the right to review an application and refuse membership based on inappropriateness or activities deemed illegal by authorities.

- The Saxonburg Area Business Association does not discriminate on the basis of race, color, age, religion, national origin or other protected status.

Section 3 - Each member will be entitled to one vote on each matter submitted to a vote.

### **Section 4 - Quorum and Voting at Membership Meetings**

- The members present at any properly announced meeting shall constitute a quorum.
- All issues to be voted on at any properly announced meeting shall be decided by a simple majority of those present at the meeting in which the vote takes place.
  - If the vote outcome is not determined by a voice vote, the President would call for a show of hands or a paper ballot. (The President will abstain from voting in this round.)
  - If the process ends in a tie, the President would break the tie.

### **Section 5 – Board of Directors**

- Seven Board of Directors will be elected for a term of two (2) years by the members at the annual business meeting of members in February.
  - Directors having served two (2) complete consecutive terms may be re-elected only after a three (3) year absence from the board or if there are no other nominees to fill the open position.

- Directors' terms will be scattered so no more than four are elected in one year. Directors must be current members in good standing.
- The Board of Directors will meet monthly in advance of the monthly membership meeting.
  - A quorum constitutes at least four board members in attendance in order to vote on any motions.
  - At the Board of Directors' meeting, each director shall have one (1) vote that shall not be cast by proxy.
- Directors who are unable to fulfill their duties as evidenced by their absence from three (3) Board of Director meetings and/or three general membership meetings in any six (6) month rolling period shall be removed from the Board. Directors may also be removed from the Board by a unanimous vote of the other six Board members.
- A new board member shall be appointed by the current President to fill the unexpired portion of the term. The current President shall also appoint a new board member to fill the unexpired portion of the term of any board member who resigns.

## Article Five – Officers

Section 1 - Each of the Officers of the Association will be elected annually by the members to one-year terms at its next meeting following the annual business meeting of members.

- The Officers shall consist only of current board members and shall include the positions of President, Vice President, Treasurer and Secretary.
- The Officers' terms shall run until the following year as elected. Current officers may be elected to subsequent terms for the same or different officer positions.
- In the event that an Officer resigns or is removed, a replacement shall be appointed by the current President to fill the unexpired portion of the term.

### Section 2 - Duties of Officers

President: The President shall be the principal elective officer of the Association and shall preside at all membership meetings and of the Board of Directors.

- He/She shall perform all duties usually incident of the office.
- He/She shall recommend to the Association such policies and actions as are deemed likely to be useful in carrying out the programs and purposes of the Association.
- The President shall be the spokesperson for the organization and shall perform such duties pertaining to the office as may be required by the organization, the board of directors, or these by-laws.
- Upon expiration of term, all property pertaining to the office of the President shall be promptly delivered to the new President.

Vice President: The Vice President shall assume the duties of the President in the event of the absence from meetings or inability of the President to act.

- The Vice-President shall perform other duties as specified by the President and/or Board.

Treasurer: The Treasurer shall keep a record of the financial business of the Association and be responsible for depositing and disbursing all funds of the Association.

- He/She shall keep account of all monies of the Association and shall deposit such funds in financial institutions approved by the Board of Directors.
- The treasurer shall pay all bills for expenses previously approved by the Board using checks signed by two signatures of the Treasurer, President and/or Vice President or using a credit card opened in the name of the Association.
- Accurate records of all financial matters shall be kept in an organized system meeting conventional standards as approved by the Board of Directors.
- He/She will report at the Board of Director's monthly meeting the monthly and year-to-date finances. In addition, the treasurer will provide a brief financial update to the members at the monthly membership meetings.
- He/She shall maintain a separate SABA account with the funds received from the members for the designated use only by the Scholarship Committee for yearly distribution to chosen recipients.
- He/She shall file and update appropriate documents to maintain federal and Pennsylvania non-profit status.
- Upon expiration of term, the former treasurer shall promptly deliver to the new treasurer all property pertaining to the office of the treasurer.

Secretary: The Secretary shall keep an accurate permanent record of the business of the Association and shall be responsible for all correspondence, meeting minutes, sending out and publishing meeting notices, and tabulating and report ballot/election results.

- The minutes of the monthly membership meetings and Board of Directors' meetings shall be kept according to conventional standards and made available to the membership.

## Article Six – Committees

Section 1 - The Board of Directors may by resolution create and designate Committees to advance the purposes of the Association. Each committee will recommend a candidate for committee chairperson to the President who, with the approval of the Board of Directors, makes the appointment.

### Section 2 - Standing Committees

1. Membership Committee
  - a. This committee is responsible for developing outreach strategies for membership retention, recruitment, and recognition.
  - b. This committee will meet a minimum of once per quarter and follow-up with a report on activities at the subsequent general membership monthly meeting.
2. Marketing/Social Media Committee
  - a. The marketing committee shall develop and review the yearly marketing plan in the context of the long-range strategic plan for the recommendation to the Board of Directors.
  - b. The marketing committee shall also meet on an ongoing basis to review marketing opportunities and concerns and make recommendations to the Board of Directors.
  - c. This committee will meet a minimum of once per quarter and follow-up with a report on activities at the subsequent membership monthly meeting.
3. Discover Saxonburg/Events Committee
  - a. This committee's focus is to plan and oversee SABA sponsored community events and tourism opportunities throughout the year.
  - b. This committee will meet a minimum of once per quarter and follow-up with a report on activities at the subsequent membership monthly meeting.
  - c. Sub Committees:
    - i. Holiday Parade Committee
      1. This committee is responsible for preparation of the annual Holiday Parade held on the Friday evening following Thanksgiving. The work includes soliciting participants in the parade and coordinating the event, as well as seeking sponsors and coordinating float awards.
      2. This committee will meet as required during the months leading up to the annual parade and follow-up with a report on activities at the subsequent membership monthly meeting.
    - ii. Easter Egg Committee
      1. This committee is responsible for preparation and hosting of the annual Easter Egg Hunt held each spring. The work includes soliciting sponsors, groups to fill eggs, volunteers and coordinating the event.
      2. This committee will meet as required during the months leading up to the annual hunt and follow-up with a report on activities at the subsequent membership monthly meeting.
    - iii. Golf Outing Committee
      1. This committee is responsible for the preparation and execution of the annual Golf Outing to be held in early Fall. The work includes identification of an appropriate venue and scheduling of the event, solicitation of participants, and acquisition of sponsors.
      2. This committee will meet as required during the months leading up to the golf outing and follow-up with a report on activities at the subsequent membership monthly meeting.
4. Finance Committee
  - a. This committee shall be responsible for maintaining continuous oversight of financial results, the oversight of membership dues collection and the review of financial plans and annual operating budgets.
  - b. The finance committee shall meet at least twice per year to formulate and present a formal budget for each fiscal year to the Board of Directors for consideration and approval.
  - c. The Treasurer is a member but he/she does not chair in order to allow independent member oversight.
5. Nominating/Scholarship Committee
  - a. Duty of soliciting and recommending to the membership candidates for election and re-election as elected Directors and Officers.

- b. The Nominating Committee shall consist of a minimum of three members including the current Secretary, who will chair the nominating committee, and another current member of the board whose term would not be up for nomination for election.
- c. This committee is also responsible for working with the appropriate representatives of the South Butler County School District to review nominations and select candidates to receive the annual scholarship check(s) in the amount determined by the funds reserved for that year for presentation. This committee will meet a minimum of twice-a-year and follow-up with a report on activities at the subsequent membership monthly meeting.

Section 3 – Non-Standing Committees

- 1. The President, with the approval of the board of directors, shall establish and appoint members to any number of other committees as deemed necessary or helpful to achieve the planned outcomes of the Association.

Section 4 - The President and Vice President shall be ex-officio members of all the committees.

Article Seven – Operations

Section 1 - Fiscal Year: The fiscal years shall commence on the first day of January for accounting purposes and end on the last day of December.

Section 2 - No obligation or expense shall be incurred, and no money shall be appropriated or paid, except in accordance with specific policies or resolutions adopted by the Board of Directors.

- No money shall be appropriated that would result in the balance of the Association bank account going below two thousand five hundred (\$2500) dollars, except as approved by unanimous vote of the Board of Directors.
- Emergency spending resolutions of up to two hundred dollars (\$200) may be made by the President with the concurrence of one other Officer, except when this would violate the minimum bank balance previously defined.
- A credit card, in the name of the Association, may be maintained for the purposes of paying for approved expenses. The President, Vice-President, and Treasurer are authorized to use the credit card.

Section 3 - Operation Year: The operation year shall commence on the first day of January and end on the last day of December.

Section 4 - Within the last two months of each operational year the Finance Committee shall compile a budget of estimated expenses for the next operational year and submit it to the Board of Directors and membership for approval.

Section 5 - The accounts of the Association shall be reviewed by an independent auditor/accounting firm annually at the end of the fiscal year. This report shall be completed annually by March 15th and shall contain all filings as may be required by law. The report shall be available to members for examination at the April monthly meeting or anytime thereafter.

Section 6 – Based on the budget reports and recommendation submitted by the Treasurer and Finance Committee, the Board of Directors will at a regular board meeting prior to the beginning of the next years application process to determine the fee assessment for membership categories. Approval can be made by vote requiring a simple majority.

Section 7 - An activities calendar shall be established and presented in the first month of each fiscal year outlining the monthly meetings and other community activities.

Article Eight -Amendments

Section 1 -The Board may alter, amend or repeal by-laws, or adopt new by-laws, by sending written notice from the President of proposed changes to all active members 30 days prior to the next monthly meeting. Included shall be a ballot indicating Yea or Nay to proposed changes. A vote shall be held at the monthly meeting as announced. Absent members can vote by mailing the ballot to P.O. Box 542, Saxonburg, PA, 16056, for receipt no later than the day prior to the monthly meeting as designated. By-law modifications are decided by a simple majority of all voting.

**Revised by-laws adopted by the general membership on December x, 2018.**

ATTEST:

\_\_\_\_\_

President

\_\_\_\_\_

Vice-President