

BYLAWS

BLUE RIDGE BUSINESS ASSOCIATION

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, and special events and activities beneficial to the businesses and people in the Greater Blue Ridge 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 may appoint one (1) representative.

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 in advance, annually on the anniversary of application for membership.

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 be dropped from membership and shopping guide.

ARTICLE V

BOARD OF DIRECTORS

COMPOSITION

The affairs of the Association shall be managed by a Board of Directors composed of at least five (5) members selected by vote from the Association membership. The Past President will retain a position on the Board of Directors for one year.

HOW ELECTED

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 are expiring.

The President shall appoint a nominating committee of at least two (2) people from the general membership to present a slate to the membership. Nominations from the floor shall be welcome. The nominees receiving the most votes will have been duly elected to fill upcoming Board vacancies.

TERM OF OFFICE

The term of office for members of the Board of Directors shall be for three (3) years. The terms of office shall be staggered. 1 third of the board of directors shall vacate their position each year.

Terms of office shall end after the August meeting of the third year, with newly elected Directors beginning their terms in September.

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 \$100.00 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 10 times a year 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 on petition of at least three (3) Directors made to the President. In the event the Board cannot meet, due to inclement weather or other unforeseen circumstances, meeting will be rescheduled

prior to the next regularly scheduled meeting. All members and Directors are urged to attend the Board meetings.

QUORUM

Five (5) Directors shall constitute a quorum. 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 appointed 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 or periodic newsletters.

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.

VICE PRESIDENT

The Vice President shall be considered President-Elect and may 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 funds are proper and according to the budget set by the Board of Directors. S/

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 and shall not vote on Board of Director Issues unless there is a tie-breaker needed.

TERM OF OFFICE

The term of office for all officers shall be for one (1) year. Officers may be re-elected, not to exceed the length of their Board term.

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 to be prepared to report any activities and recommendations at Board Meetings.

AUTHORITY OF COMMITTEES

No committee shall represent the Association in endorsing or opposing any project without the specific conformation of the Board.

ARTICLE VIII

MEETINGS

MEMBERSHIP

The membership shall be called in regular meetings at such time, and for such purposes 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

AMENDMENTS

The Bylaws may be amended by a majority of the membership, by email ballot. Members have 10 days from receipt of ballot to return their completed ballot. Amendments will be considered approved by a simple majority of the ballots received at the end of the allowed time frame.

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.

***PROPOSED
AMENDMENT I***

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*.