

BYLAWS BLUE RIDGE BUSINESS ASSOCIATION - Revision

date August 27, 2026

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, when appropriate, lend its support to city or county candidates who share the goals and vision of the Association.

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.

MEMBER IN GOOD STANDING

A “member in good standing” is a member whose dues are current and who is not under suspension or expulsion. Only members in good standing may vote, hold office, be appointed to fill a vacancy, or request a special call meeting.

EXPULSION

Members may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled board 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 being dropped from membership, the Association directory and their member listing including the BRBA website.

ARTICLE V

BOARD OF DIRECTORS COMPOSITION

The affairs of the Association shall be managed by a Board of Directors composed of an executive board consisting of at least four (4) members and at least additional five (5) Members at Large. The Past President & Vice President will retain a non voting position on the Executive Board as well as a voting position on the Board of Directors for one year and may remain longer at the boards discretion.

HOW ELECTED

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

Members of the Board of Directors shall be elected by the membership by a simple majority vote of all votes cast. New Directors shall be elected to replace those

whose term are expiring, those who have left or growth of the board as deemed necessary.

TERM OF OFFICE

The term of office for members of the Board of Directors shall be for three (3) years with newly elected Directors beginning their terms in January and can be re-elected.

Executive offices shall be for one (1) calendar year and can be re-elected.

EXPULSION OF DIRECTORS

Should a Director miss three (3) regular board meetings, without proper excuse, they will be asked to step down.

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 \$500 shall be approved by the Board; routine expenditures within the approved annual budget and below that amount may be made by the appropriate officer without separate Board action. 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 request 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. Directors may participate in any meeting by telephone or video conference, and such participation shall counts as present for attendance and quorum. All members and Directors are urged to attend the Board meetings.

QUORUM

A simple majority of voting Executive Officers and Board of Directors 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 one annual meeting of the Association, make a full report to the membership of the affairs, activities and financial condition of the Association. The members will also be kept informed throughout the year of association activity through the BRBA newsletter.

ARTICLE VI

ELECTION OF OFFICERS

Executive Officers shall be nominated, from the Board of Directors, and elected by the Board of Directors at the annual workshop.

Executive Officers including President, Vice-President, Secretary and Treasure, shall be nominated, from the Board of Directors, and elected by the Board of Directors. Most current past President and past Vice-President may also serve on the Executive Board but as advisers, not as a voting member at the Executive level.

The Executive Board shall meet, as needed, to decide actions that may not require a full Board meeting. Decisions coming out of an Executive Board meeting will be made known to the full Board at the next scheduled board meeting.

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 preside in the absence of the President.

Should the office of President become vacant for any reason, the Vice President shall succeed to the office of President for the remainder of the term.

SECRETARY

The Secretary shall be responsible for the agenda minutes and correspondence of the Association. The Secretary 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. The Treasurer 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 Executive office as an advisor only but will have the same voting privileges as all other Members at Large.

PAST VICE- PRESIDENT

The Past President shall hold Executive office as an advisor only but will have the same voting privileges as all other Members at Large.

TERM OF OFFICE

The term of office for all Executive Officers shall be for one (1) year.

The term of office for all Executive Officers shall be for one (1) year. Executive Officers may be re-elected.

REMOVAL AND VACANCY OF OFFICERS

Any Executive Officer may be removed by a 2/3 vote of the Board of Directors due to the failure to perform the duties of their office. Should an officer position other than President, become vacant, the Board of Directors shall elect a replacement from among the Directors to serve the unexpired 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 regularly as determined by the committee chairperson and must 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 confirmation 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

All voting will take place electronically, via email, so face to face meetings need not require quorums.

ARTICLE IX

AMENDMENTS

The Bylaws may be amended by a majority of the membership, by email ballot only. Members have 10 days from receipt of ballot to return their completed digital, email 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 simple majority vote of the membership, with such vote being certified to and approved by the Board.

ARTICLE X

CONFLICT OF INTEREST

Any Director, officer or committee member who has a direct or indirect financial or personal interest in a matter before the Board shall disclose that interest to the Board. The interested person shall not vote on the matter and may be asked to leave the discussion while the matter is decided. The disclosure and any resulting action shall be recorded in the minutes.

ARTICLE XI

DISSOLUTION

In the event the Association is dissolved, any funds and assets remaining after payment of all outstanding obligations shall be distributed to one or more non profit(s) of the boards approval.

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.