

**AU SABLE RIVER VALLEY BUSINESS ASSOCIATION, INC.**

**Corporate Bylaws**

**ARTICLE I**

**General**

**Section 1: Name**

This Association is incorporated under the laws of the state of New York and shall be known as the Au Sable River Valley Business Association, Inc.

**Section 2: Purposes**

The Au Sable River Valley Business Association, Inc. is organized to achieve these objectives: Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community.

**Section 3: Area of Representation**

The Au Sable River Valley Business Association area shall include the AuSable River valley.

**Section 4: Limitation of Methods**

The Au Sable River Valley Business Association, Inc. shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**

**Membership**

**Section 1: Eligibility**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

**Section 2: Election**

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

**Section 3: Investments**

Membership investments shall be at such rates, schedule, or formula as may be prescribed by the board of directors, payable in advance.

Community Membership (non-voting) – \$25

(Interested community member with no personal business interest to promote)

Non-for-Profit Organization – \$50

Self-Employed – \$50

(ex. Laborer, Real Estate Agent, no store front)

Small Business – \$75

(Less than 5 employees)

Medium Sized Business – \$150

(6-25 employees)

Large Business – \$250

(over 26 employees)

#### **Section 4: Termination**

(1) Any member may resign from the association upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 60 days from the date due unless otherwise extended for good cause; (3) and any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the association, after notice and opportunity for a hearing are afforded the member complained against.

#### **Section 5: Voting**

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

#### **Section 6: Exercise of Privileges**

Nonprofit and business memberships may nominate an individual within their organization the benefits covered by its membership and shall have the right to change its nomination upon written notice.

#### **Section 7: Orientation**

Annually, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

#### **Section 8: Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

### **Article III**

#### **Meetings**

##### **Section 1: Semi-Annual Meeting**

Semi-annual meeting of the corporation, in compliance with state law, shall be held in the spring and fall of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least ten days before said meeting.

**Section 2: Additional Meetings (general membership, board, and committee meetings)**

General meetings of the association may be called by the chair of the board at any time, or upon petition in writing of five or more members in good standing; notice of special meetings must be made at least five days prior to such meetings; board meetings may be called by the chair of the board or by the majority rule of the board of directors.

**Section 3: Quorums**

At any duly called general meeting of the association, a number of five members shall constitute a quorum; at a board meeting, a majority of board members shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine members. In that case, five shall constitute a quorum.

**Section 4: Notices, Agendas, and Minutes**

Public notice of all association meetings must be given at least five days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. Public notice is defined as publication in the Jay Community News or equivalent means as designated by the board of directors on an annual basis.

**Article IV**

**Board of Directors**

**Section 1: Composition of the Board**

The board of directors shall be composed of up to nine members, President, Secretary, Treasurer and Directors. Each position will be elected by a quorum of members to serve a one-year term or until their successors are elected and have qualified. The government and policy-making responsibilities of the association shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

**Section 2: Vacancies**

A member of the board of directors who shall be absent from three consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the board, or among the officers, shall be filled by the board by a majority vote.

**Section 3: Policy**

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

#### **Section 4: Appointment and Authority**

The chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs.

### **ARTICLE V**

#### **Finances**

##### **Section 1: Funds**

All money paid to the association shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

##### **Section 2: Disbursements**

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check or electronic means.

##### **Section 3: Fiscal Year**

The fiscal year of the association shall close December 31st.

##### **Section 4: Budget**

The board shall have adopted a budget prior to the annual meeting and be prepared to present to all members for vote.

##### **Section 5: Annual Audit**

The accounts of the association shall be audited annually as of the close of business on March 31<sup>st</sup> by an audit committee as appointed by the board of directors. The audit shall at all times be available to members of the organization within the offices of the association.

### **Article VII**

#### **Dissolution**

##### **Section 1: Procedure**

The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501(c)(3).

### **Article IX**

#### **Parliamentary Procedures**

##### **Section 1: Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the association.

**Article X**


**Amendments**

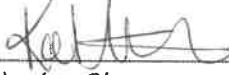
**Section 1: Revisions**


These bylaws may be amended or altered by a unanimous vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least ten days in advance of the meeting at which they are to be acted upon.

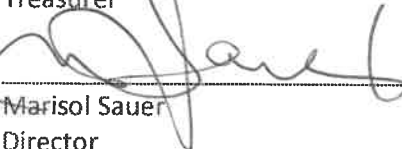
Adopted October 25, 2022

AuSable River Valley Business Association  
Board of Directors

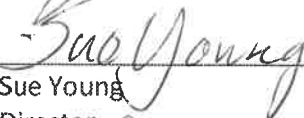
  
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Knut Sauer  
President

  
\_\_\_\_\_  
Katherine Giovacco  
Secretary

  
\_\_\_\_\_  
Christine Motter  
Treasurer

  
\_\_\_\_\_  
Marisol Sauer  
Director

  
\_\_\_\_\_  
Jay Ward  
Director

  
\_\_\_\_\_  
Sue Young  
Director

  
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Kira Witherwax  
Director