

NEWTON FALLS AREA COMMERCE ASSOCIATION

Newton Falls, Ohio 44444

BY-LAWS

**Adopted 12/16/03; amended 10/11/05; amended 11/13/07; amended 06/10/08;
amended 5/11/2010**

ARTICLE I

Name

The name of this nonprofit corporation shall be the Newton Falls Area Commerce Association, hereafter referred to as The Association.

ARTICLE II

Purpose

Section 1. The Association is comprised of local businesses and organizations that support and promote Newton Falls (Ohio) area businesses and the community, as defined herein. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civil, cultural, industrial, commercial, and educational interests of the area. The Association will promote and support Newton Falls (Ohio) area businesses, communicate concerns of businesses to government officials, promote utilization of businesses in the community, function as Good Samaritans without personal liability, and will be non-profit, non-partisan, non-sectarian and apolitical.

Section 2. As used herein, the definition of “Newton Falls (Ohio) area businesses” shall mean businesses having a location within a twenty (20) mile radius of the intersection of Broad and Canal Streets, Newton Falls, Trumbull County, Ohio.

ARTICLE III

Incorporation

The Association is a nonprofit organization incorporated with the State of Ohio on July 16, 2003 as described in Charter No. 1400048.

ARTICLE IV

Membership

- Section 1. There shall be five (5) classes of membership:
- (A) Voting Member. Voting members consists of Newton Falls area businesses and organizations and Associate members, which support the community and local area businesses and commercial growth. Voting members shall designate one of the individuals associated with its business or organization to act as spokesperson for the member and to vote on matters coming before the membership.
 - (B) Associate Member. Associate members consist of businesses and organizations, which support the community and local area businesses and

commercial growth but do not have a place of business or offices with the geographic area of The Association. Associate members are voting members.

- (C) Individual Members. Individual members consist of individual interested in supporting the community and local area businesses and the commercial growth of the geographic area. Individual members are non-voting members.
- (D) Publicly Funded Members. Public funded membership consists of an organization whose membership is voted on and approved by the Board of Directors. Public funded members have voting rights.
- (E) Honorary Members. Honorary members consist of individuals whose membership is voted upon and approved by the Board of Directors. Honorary members are non-voting members.

Section 2. Acceptance as a member requires the following;

- (A) Any business wanting to join the NFACA shall fill out an application which shall include the documentation to establish the business as a legal entity in the State in which it does business.
- (B) Will be invoiced after membership approval.
- (C) After treasurer and other needed officers establish that applying business meets the NFACA requirements, bring the application to the membership for approval.
- (D) After membership approval, have new business attend following meeting to welcome them.
- (E) All current members need to establish documentation as a legal business in appropriate State of doing business

Section 3. Membership year is from May 1 to April 30. Continued membership is contingent upon timely payment of annual dues, by May 1st of each year. After June 1st, delinquent members seeking reinstatement will be charged Ten Dollars in addition to the annual dues. At the July meeting of The Association any member who has failed to pay the annual dues will be dropped from membership. An invoice will be sent to all current members April 1.

Section 4. Membership dues - Membership dues shall be as follows:

- (A) Except as provided in Paragraph (B) hereof, Voting Member dues shall be established and modified at the annual meeting of The Association. Should no action be approved at any annual meeting relative to the dues of

members, the established dues shall continue for the successive year. As of the adoption of the amendment to these by-laws (May 2007) the annual dues for Voting Members is \$50.00.

- (B) Organizations, qualifying as a not-for-profit association, as per IRS guidelines, shall pay annual dues in an amount equal to one-half (1/2) that established under Paragraph (A) hereof.
- (C) Associate members' annual dues shall be five (5) times that established under Paragraph (A) hereof.
- (D) Honorary Members and Publicly funded members shall be exempt from paying the annual dues of The Association.
- (E) Individual Member's annual dues shall be an amount equal to one-half (1/2) that established under Paragraph (A) hereof.
- (F) Membership dues assessment to be as follows:
 - May 1 thru October 31 full fee for the appropriate classification
 - After October 31, one half the normal fee for the appropriate classification.

ARTICLE V

Membership Meetings

- Section 1. Regular meetings shall be held each month on such day, time and place as determined by the membership. Members shall receive notice of the meetings.
- Section 2. The annual meeting shall be for the purpose of election of officers and shall be held at the time of the regular meeting in November of each year.
- Section 3. Special meetings may be called by the President or in the event of absence, by any two (2) of the officers. Special meetings shall also be held within thirty (30) days after being so requested in writing by at least ten percent (10%) of the voting members in good standing, which request shall specify the purpose of such meeting and shall be addressed to the Secretary. If upon receipt of any such request the Secretary shall fail to call and give notice of a special meeting, the members requesting shall have the right to fix a time and place for such meeting and give notice thereof in the manner hereinafter specified. At least two (2) days notice to the membership shall be given for a special meeting. Such notice shall state the date, time, and location of special meetings; such location shall be within the geographic area of The Association.
- Section 4. A quorum of the membership is necessary for the transaction of business at any meeting. As used herein, for membership meetings, a quorum shall consist of at least five percent (5%) of the voting members in good standing and, at least, two (2) of the officers.

- Section 5. Except as provided elsewhere in these Bylaws, an affirmative vote of the majority of members present at the meeting shall be required to approve any action of The Association.
- Section 6. The order of business for all regular meetings shall include, but is not limited to, the following items, which shall be covered in the sequence shown as far as circumstances permit:
- A. Roll call
 - B. Public comments
 - C. Minutes
 - D. Correspondence
 - E. Financial report
 - F. Committee Progress Reports
 - G. Unfinished business
 - H. New business
 - I. Misc. if time allows
 - J. Next meeting
 - K. Adjournment

ARTICLE VI

Board of Directors

- Section 1. The Board of Directors shall consist of the duly elected Officers. Four (4) officers: President, Vice President, Secretary, and Treasurer.
- Section 2. The term of the Board of Directors shall run concurrent with the term of office of the Officers.
- Section 3. A Nominating Committee shall be selected at the September meeting, consisting of not less than three (2) voting members appointed pursuant to ARTICLE IX, Section 1, shall present nominations at the October meeting to elect officers for the next year.
- Section 4. The unexcused failure to attend three consecutive regular meetings of the membership shall constitute a vacancy in the office. Vacancies in the office shall be filled by a majority vote of the membership at a regular meeting.
- Section 5. Regular meetings of the board of directors shall be at the call of the President or Vice President and take place at least once a year at a location within the geographic area of The Association. Special meetings shall be at the call of the President or of any two (2) of the other directors. Such special meeting shall be by written notice, unless waived by a majority of the directors. Unless waived by a majority of the directors, notice of a special meeting shall be given at least two (2) days prior to the date of such meeting.

ARTICLE VII

Officers Duties

- Section 1. At the November regular membership meeting, the voting members shall hold election for the following officers to serve The Association during the next fiscal year (as defined in ARTICLE VIII, Section 1). All officers shall be an individual voting member or the designated representative of such a member. The officers to be elected shall be the President, Vice President, Secretary and Treasurer. At the meeting, the chair of the meeting shall present the slate of officer as proposed by the nominating committee. The chair shall also solicit nominations from the floor. Upon passage of a motion to close nominations, candidates who are opposed shall be elected by a plurality of secret, written ballot. All other candidates shall be elected by acclamation.
- Section 2. The term of office for each officer shall be one (1) year. Any officer may serve more than one (1) term and may serve consecutive terms of office.
- Section 3. The duties of the officers shall be:
- (A) President. The President shall preside at all meetings and shall conduct the same according to rules adopted. He/She shall enforce due observance of these by-laws, decide all questions of order, sign official documents that are adopted by The Association, call special meetings and perform all customary duties pertaining to the office of President. Unless otherwise designated, the President shall represent The Association in matters before the public dealing with official business or opinions of The Association. See Committees
 - (B) Vice President. The Vice President shall assume all duties of the President in his/her absence and shall organize Association activities and advance the general Association interests as may be approved by the members.
 - (C) Secretary. The Secretary shall keep accurate minutes of the proceedings of all meetings, keep a roll of members and membership attendance, complete correspondence, read minutes and communications at each meeting, except when excused by a majority vote of the members present, and notify the membership of the time and place of any meetings.
 - (D) Treasurer. The Treasurer shall receive and give a receipt for all moneys paid to The Association. He/She shall submit a financial report of disbursements and receipts each month. Disbursements of monies shall be approved by a majority vote of the members present at a meeting. The Treasurer ascertains that adequate funds are available prior to any authorization for expenditure and signs all checks for payment.

- Section 4. At the expiration of terms or when offices are vacated, all The Association documents and records in the possession of the officers shall be conveyed or transferred to their successors.
- Section 5. All officers shall be bonded by an insurance or bonding company duly licensed to do business in the State of Ohio in an amount of not less than Five Thousand Dollars (\$5,000.00).

ARTICLE VIII

Finance

- Section 1. The fiscal year shall begin January 1 and end December 31 each year.
- Section 2. Each member shall pay annual dues of an amount set by the Board of Directors, payable as provided in Article IV, Section 4.
- Section 3. President and Vice-President shall receive no compensation. Treasurer shall receive a wage of \$50.00 per year. Secretary shall receive a wage of \$100.00 per year. Secretary dues are waived.
- Section 4. Financial Records shall be maintained according to accepted accounting practices by the Treasurer, who shall be responsible therefore.
- Section 5. Two signatures are required for all financial documents, one always being that of the Treasurer.
- Section 6. All expenditures must be approved by a majority vote of the voting members present at a regular meeting.
- Section 7. The Association shall retain funds in an account at banking or other financial institution having an office within the geographic area of The Association.
- Section 8. All reports required by law shall be completed and filed by the Treasurer or Secretary.
- Section 9. An annual review, as that term is defined in the accounting profession, of financial records will be performed before April.
- Section 10. The Association may contribute to other organizations, service clubs, and foundations for the benefit of the community and its citizens. Amounts less than \$75.00 can be voted on by members at meeting and funds can be sent immediately. Amounts larger than \$75.00 must be voted on by membership at meeting for approval, but final decision and amount will be made by the finance committee, before funds are released.

ARTICLE IX Committees

- Section 1. The President shall appoint committees of one or more members for a specific purpose the Board may require from time to time.
- Section 2. A committee shall be considered discharged upon completion of the purpose for which it was appointed and after the final report is submitted to the Board of Directors.
- Section 3. Committees may make progress reports to the Board of Directors at each meeting.
- Section 4. Except as provided in Section 6 of this ARTICLE, a committee chair will have only advisory powers unless granted specific authority to act by vote of the members present at a membership meeting.
- Section 5. The President is an ex-officio member of all committees with the exception of the Nominating Committee.
- Section 6. All contractual agreements shall be signed by any two (2) of the following: the President, Committee chair and one other officer.

ARTICLE X Miscellaneous

- Section 1. **Amendments** - Any amendment of these By-laws may be adopted by two-thirds (2/3) vote of the members present at the meeting scheduled for its vote, provided notice of the proposed amendment shall have been given to the members at least two (2) weeks prior to said meeting.
- Section 2. **Notice** - Unless otherwise provided herein, all notices shall be in writing and delivered via hand delivery, U. S. Postal Service, courier service, electronic mail (email) or facsimile delivery. As relates to meetings, such notices shall contain the date, time, place and purpose of such meeting.
- Section 3. **Parliamentary Procedure** - Unless these Bylaws provide otherwise, the proceedings of all meetings shall be governed by *Roberts' Rules of Order*, current edition.
- Section 4. **Voting** - Unless these Bylaws provide otherwise, a vote of the member's means a vote of voting members of The Association. There shall be no voting by proxy or by non-voting members.
- Section 5. The Association shall indemnify all members who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, administrative, or investigative, including all

appeals in connection with such individual's duties as a member of The Association.

ARTICLE XII

Dissolution

The Association shall use its funds only to accomplish the objects and purposes specified in these By-laws and no part of said funds shall inure or be distributed to the members of The Association. On dissolution of The Association, any funds not needed for the payment of debts and expenses, shall be conveyed or transferred to one or more qualified local charitable, educational, scientific or philanthropic organizations established under I. R. S. code §501 (c) (4) or §501 (c) (6) (or similar statutes hereafter enacted). The membership, by majority vote at a meeting, select the organization or organizations to which transfer or conveyance is made and shall determine how the property is apportioned between them. In the absence of such a selection or determination by the membership, it will be decided by a court of competent jurisdiction

ARTICLE XIII

Grievance

Any problem or dissatisfaction with the association, any member or any grievous action is to be submitted in writing to the board of directors for review at any meeting. No discussion of the grievance is to be commented upon at any meeting till board of directors brings it to membership's attention. After review, (within 30 days) a recommendation, made by the board of directors, will be presented to membership in attendance at next regular meeting, who will decide, by majority vote, as to whether the member can remain in organization. This vote will be by secret ballot. If membership majority votes to remove the business from association, the business waives all dues already paid for remaining year.