

# BYLAWS FOR GLADWIN BUSINESS AND PROFESSIONAL ASSOCIATION

## ARTICLE I

This organization shall be known as The Gladwin Business and Professional Association or in short "The Association". The association is organized exclusively to promote the business development of the City of Gladwin, Michigan and the adjacent business areas and to cooperate with other businesses and civic groups in promoting the same endeavors.

### MEETINGS

#### 1. General Association Meetings

- a. General meetings shall be held on the first Wednesday of the month.
- b. The time and place shall be scheduled by the President with advance notice given to the General Membership.

#### 2. Board of Directors Meetings

- a. Regular Board meetings will be held on the first Wednesday of every month at 8:00 a.m., or any other time established by the majority of quorum of board members present.
- b. The meeting place shall be determined by the Board.
- c. Change in meeting date may be made occasionally when deemed necessary by a majority vote of the board.
- d. The presence in person of the President (or Vice President in his/her absence) and any five other members of the Board shall be necessary for a quorum at any regular or special meeting of the Board.
  1. Special meetings of the Association may be called by the President at his or her discretion at a time and place determined by the body requesting same or by any dues paying member making request through the Board.

## ARTICLE II

### OFFICERS AND BOARD

1. The officers of this association shall be a President, Vice President, Secretary, Treasurer, and six directors. (A corresponding secretary may be provided if necessary)
2. The Officers together with the Directors shall be known as the Board of Directors or "The Board."
3. Terms of Directors shall be two years with half of Directors due each year.

4. An annual report shall be submitted after December 31<sup>st</sup> and before the first Wednesday in February to the General membership. This report shall consist of a report from each committee, the treasurer, the secretary, and the President.
5. Each Officer shall be a member in good standing. Attendance at nine out of twelve Board Meetings and the General Meeting constitute a member in good standing. Only members in good standing may exercise the right to vote.
6. Business owners or their authorized representative may hold Executive or Board position.
7. Dues structure shall be appropriately fixed by the Board and may be changed by a quorum of the Board (or at a regular or special meeting by the membership at large).

### **ARTICLE III**

#### **ELECTIONS**

1. Elections of directors of this association shall be held annually on the first Wednesday in the month of February, the general meeting of the New Year. Those elected shall take office the same night and begin their duties the first Board meeting in March, at which time the first order of business will be that of election of their officers.
2. A slate of nominees may be gathered by the nominating committee one month prior to the election. Nominations can also be made either in writing or from the floor at the election meeting. Voting shall be by secret ballot in two steps. The five candidates receiving a majority of the vote's case by the members present and in good standing shall be elected to the Board.
3. Vacancies in any Board position shall be filled by appointment made by the remaining Board members upon recommendation by the President and nomination of the Board.

### **ARTICLE IV**

#### **COMMITTEES**

1. The President with the approval of the Board shall appoint the following committees and their chairman at the March Board meeting.
  - a. Nomination and Election committee.
  - b. Any other committee deemed necessary and appropriate
2. Committee chairman shall report directly to the Board President
3. No Committee or individual member of this association shall commit the Association to funds or action until same has been approved by the Board of Directors at a duly constituted meeting or a special meeting called for that particular purpose at hand.

### **ARTICLE V**

## **FEES AND ASSESSMENTS**

1. Each member of the Association shall pay a membership fee due the first Wednesday of February.
2. Special events or projects may require special assessments as determined by the Board. The money collected will be used for advertising the various events as well as for prizes, give-away, etc. The amount required from each member for each event shall be determined by Board Approval.

## **ARTICLE VI**

## **DISSOLUTION**

1. Upon dissolution of this Association, the remaining assets shall be given to the City of Gladwin for the aforementioned exempt purpose.

## **ARTICLE VII**

## **AMENDMENTS**

1. These bylaws may be amended at any regular or special meeting of this association but only upon the affirmative vote or a majority of all members present and in good standing, provided a notice of the respective amendment or amendments and the meeting at which such amending is to be taken, must be given at least fourteen days prior thereto at a regular meeting at which a quorum is present.

Amendment # 1:

GBPA Bid Process: Bids should be received sealed and only opened at a full meeting of the Gladwin Business & Professional Association and voted on by members present. Bids should be considered in the following order:

- 1) Gladwin Business & Professional Association Members
- 2) Gladwin Non-Members
- 3) Gladwin County Non-Members
- 4) Non-Gladwin County

It is required, if possible to obtain two competitive bids from GBPA members and/or Gladwin County businesses before being obtained by non-Gladwin County businesses. Each expense will be evaluated by GBPA members at a full meeting on a case by case basis.

Motion by Presidio, second by Stout, motion carried 5/2/2011