

**CONSTITUTION AND BYLAWS OF  
THE RONDOUT VALLEY BUSINESS ASSOCIATION**

(AMENDED AND REVISED FEBRUARY 2010)

**I. NAME**

The name of the organization shall be the Rondout Valley Business Association.

**II. MISSION**

Enhancing the economic and social opportunities of those who work, live in and visit the Rondout Valley.

**III. OBJECTIVES**

- A. To promote, encourage and enhance business in the Rondout Valley.
- B. To assist business in providing improved services for customers and visitors.
- C. To preserve our cultural, historic and natural assets.
- D. To encourage cooperation among members.
- E. To represent the position (s) of the business community in the Rondout Valley to elected officials, community partners and outside organizations.
- F. To conduct activities including, but not limited to, advertising, promotion, fund-raising and community service for the benefit of the business community and the population at large in the Rondout Valley.

**IV. YEAR**

The fiscal and membership year of the Association shall commence on January 1<sup>st</sup> of each year and continue until December 31<sup>st</sup> of each year, except the first fiscal membership year designated by these by-laws into effect as provided herein, and end on the first following December 31<sup>st</sup>.

**V. MEMBERSHIP**

**Section 1:** Any person who is a resident and/or engaged in business in the Rondout Valley, and/or supports the mission of the Rondout Valley Business Association shall be eligible for membership, upon submitting a written application, paying initiation fees, if any, and accepting the parameters of the by-laws of the organization.

**Section 2:** Pursuant to the recommendation of the Membership Committee, all rejections of membership shall be carried out by a two-thirds vote of the Board of Directors.

## **VI. DUES**

The Board of Directors shall set membership dues annually.

## **VII. PRIVILEGES OF MEMBERSHIP**

### A. Voting privileges

1. Members shall have one (1) vote each on matters placed before the membership for vote, but only if the Voting Member is in Good Standing.

### B. Good Standing – A Voting Member shall be considered to be in Good Standing if all the following conditions exist:

1. The Member is fully paid to date of current dues.
2. The Member is fully paid to date of any obligations assumed by such Member including, but not limited to, payment for Member's participation in any advertising, promotion or other program of the Association.
3. The Treasurer shall report to the Association as to whether the records of the Association reflect currency regarding any Member.

## **VIII. MEETINGS**

### A. Annual Meeting

The Association shall conduct an Annual Meeting in the month of January each year. The Annual Meeting may be held as one and the same meeting with a Regular Meeting during the month of January. The Board of Directors shall be elected at the Annual Meeting for that year's term as described in these by-laws.

### B. Board of Directors Meetings

The Association shall conduct Board Meetings at intervals and at dates and times decided upon by a vote of the Board of Directors.

### C. General Membership Meetings

The Association shall conduct Regular Meetings at intervals and at dates and times decided upon by a vote of the Board of Directors.

**D. Special Meetings**

The President or a petition of 50% of the Voting Members in Good Standing may call special Meetings at any time.

**IX. NOTICE OF MEETINGS**

The Secretary shall mail or e-mail notices of Regular Meetings, the Annual Meeting and Special Meetings to each Member of the Association in enough time prior to each such meeting to reasonably remind and notify each such member of such meeting (s). This notification is the primary way that Voting Members are assured of their right to vote on issues before the Association. Meetings shall be held at times and places designated by a majority vote of the Board of Directors.

**X. FORMAT OF MEETINGS**

Meetings of the Association shall follow approximately the following agenda, adjusted at the discretion of the President or other presiding officer:

- E. Call to order
- F. Introduce new members and guests
- G. Minutes of previous meeting
- H. Secretary's or Administrative Assistant's report
- I. Treasurer's report
- J. President's report
- K. Committee reports
- L. Old business
- M. New business
- N. Around-the-room introductions
- O. Other
- P. Adjournment

**XI. VOTING**

Any matter may be placed before the Membership for voting consideration at any meeting of the Association. Any matter may be moved to a vote by a motion and a second from Voting Members in Good Standing in attendance. A show-of-hands vote will be taken by the President (or presiding officer) on each motion, and if inconclusive, a

roll-call vote will be taken on each such motion with Voting Members in Good Standing casting one vote each. Motions are carried by a simple majority of the Voting Members present and voting, except as the otherwise specified in these by-laws. Tie votes do not pass. The Officers of the Association shall be bound by the affirmative majority vote of the Voting Members present and voting, except when such vote may require an action by such officer which might be illegal, improper or violate the by-laws and / or procedures of the Association.

## **XII. NOMINATIONS AND ELECTIONS**

**Section 1:** The following is the procedure for election of Directors and Officers of the Rondout Valley Business Association.

The election of members of the Board of Directors shall be by the Regular Membership at the Annual meeting. Prior to the Annual meeting, the Executive Committee shall serve as the nominating committee for the Executive Committee elections. The nominating committee shall nominate candidates that shall be presented to the Regular membership at the Annual meeting. Each candidate must receive a majority vote to be elected to the Board. Vacancies may be filled at any regular or special meeting of the Board as herein provided. Where an interim selection of a Board Member was made to fill a vacancy, the membership shall at the Annual meeting elect a Board member to fill the unexpired term.

**Section 2:** All Officers and Members of the Board of Directors must be members in good standing of the Association. No person shall be eligible for nomination as a member of the Board of Directors unless at the date of nomination he or she shall have been a member in good standing for the preceding six months.

## **XIII. BOARD OF DIRECTORS**

**Section 1:** The general management of the affairs of the Rondout Valley Business Association shall be vested in a Board of no less than 9 and no more than 15 directors who shall be elected from the Voting Membership as provided in these by-laws.

**Section 2:** The term of the director shall be three years. In any event, if a Director is an Officer, he or she shall remain a Board member for the term of office. Approximately, one-third of the total number of Directors shall be elected annually. (In order to achieve this, the Directors should be initially divided into three classes – one, two and two-year terms – upon approval of this revision of the by-laws.)

## **XIV. OFFICERS (EXECUTIVE COMMITTEE)**

The Officers of the Rondout Valley Business Association shall consist of a President, at least one Vice President, a Secretary and a Treasurer, each of whom shall be elected by

the Board of Directors from among its Members. The Officers shall serve for a term of two (2) years from the date of election.

A. President

1. There shall be a President of the Association.
2. The President of the Association must be a Member in Good Standing.
3. The President shall oversee and coordinate all business of the Association.  
The President shall preside over all meetings of the Association.

B. Vice President

1. There shall be a Vice President of the Association.
2. The Vice President of the Association must be a Member in Good Standing.
3. The Vice President shall preside in absence of the President. All other duties are directed by the President.
4. In the event the President is unavailable or cannot perform the duties of the office, the Vice President will serve as the President pro-tem. If the President resigns or is removed from office, the Vice President will assume the duties and responsibilities of the President for the duration of the term, or until a special election is called, whichever comes first.

C. Treasurer

1. There shall be a Treasurer of the Association.
2. The Treasurer of the Association must be a Member in Good Standing.
3. The Treasurer shall receive, disburse and account for each and every one of the Associations financial transactions.
4. The Treasurer shall keep a contemporaneous, accurate and up-to-date record of each of the Association's financial transactions and present a report to the Association enumerating each such transaction, at each Board Meeting, and at the Annual Meeting of the Association.
5. The Treasurer shall, upon request by the Members, determine the Good Standing of the Members.

D. Secretary

1. There shall be a Secretary of the Association.
2. The Secretary of the Association must be a Member in Good Standing.
3. The Secretary or the Administrative Assistant shall take, keep and prepare minutes of Association meetings, and present such minutes for review and approval of the Voting membership at the next Regular Meeting of the Association.
4. The Secretary or the Administrative Assistant shall maintain an official list of Members of the Association.

5. The Secretary or the Administrative Assistant shall prepare, and then email or mail notification of each Association Meeting to each Member.
  6. The Secretary or the Administrative Assistant shall conduct the Association's correspondence.
- E. If an Officer loses his or her Good Standing, that Member shall have until the Regular Meeting following determination to become in Good Standing. If the Member does not so act, the Office of such Officer is declared vacated, and a vote to appoint a temporary replacement as below shall take place.

## **XV. QUORUM**

**Section 1:** A quorum for a Membership Meeting shall consist of not less than 15% of the membership.

**Section 2:** A quorum for Directors' meeting shall not be less than 50% of the Board of Directors.

## **XVI. FILLING VACANT OFFICES**

In the event that any office becomes vacant prior to the end of the fiscal year for which an officer has been elected, that office shall be filled until the end of such term by a majority vote at a Meeting of the Board of Directors.

## **XVII. REMOVAL OF OFFICERS**

Any Officer may be removed from office for cause by a vote of 2/3 of the Voting Members in Good Standing.

## **XVIII. INDEMNIFICATION**

If a director or officer is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation or by virtue of holding the position of director or officer, then, to the full extent permitted by law and the limits of coverage of the directors and officers liability policy in effect at the time any such claim is made, the corporation shall indemnify any such director or officer for all sums paid by him or her in the way of judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein.

## **XIX: LIMIT ON AUTHORIZATION TO ENTER INTO AGREEMENTS**

No director, officer or employee shall have authority to enter into any agreement for the purchase or sale of any asset of the corporation or for any other purpose which creates an aggregate obligation by the corporation with a value or cost of more than \$500 without the express authority from the board to make such agreement on behalf of the corporation.

## **XX: FISCAL POLICIES**

- A. The Fiscal year of the Association shall be January 1<sup>st</sup> of each year through the following December 31<sup>st</sup>.
- B. The Association shall maintain a bank account, the host bank of which shall be determined by a majority vote of the Board of Directors, into which all funds shall be deposited.
- C. Each expenditure over \$100, with the exception of monthly meeting expenses, must be approved by a majority vote of the Board of Directors present and voting at an Association Board Meeting. The Treasurer or President must approve by signature each disbursement made from the Association's bank account.

## **XXI. COMMITTEES**

- A. Standing committees will be appointed at the Annual Meeting. In addition to a Committee's specific duties and responsibilities, they may address all other business matters as determined by the Board of Directors.
  - 1. **FINANCE:** The Finance Committee is responsible for overseeing the financial affairs of the Association. The Committee will review periodic financial reports from the Treasurer, and will report to the Board of Directors at their regularly scheduled meetings. The Committee will entertain requests for grants from the Good Neighbor Fund. The Committee will address other business as determined by the Board of Directors.
  - 2. **MEMBERSHIP:** The Membership Committee is responsible to maintain and increase membership and membership involvement.
  - 3. **PUBLIC RELATIONS AND MARKETING:** The Public Relations and Marketing Committee will develop and implement a comprehensive communication strategy.
  - 4. **COMMUNITY SERVICE AND EVENTS:** The Community Service and Events Committee will expand the visibility of the Association and coordinate the activities of the Association.
  - 5. **EXECUTIVE COMMITTEE:** The Executive Committee is responsible to oversee all actions of the Association.

B. Ad-hoc Committees

The Association may create ad-hoc committees (committees for a specific purpose which pass out of existence once the purpose has been accomplished) by a majority vote of the Board of Directors.

**XXII: PASSING OF THESE BYLAWS INTO EFFECT**

These By-laws shall become binding upon the Association and its members upon their approval vote by 2/3 or more of the present voting members of the Association at any meeting of the Association, and shall continue in force until amended or dissolved by the membership as provided herein.

**XXIII: AMENDMENT TO THESE BYLAWS**

Amendments to these bylaws may be presented by any Voting Member at a meeting of the Association and must be moved and seconded to call for a vote. Any provision of these by-laws may be amended by the affirmative vote of 2/3 or more of the Full Voting Members present and voting at Two (2) consecutive Regular Meetings of the Association.

**XXIV: The meetings shall be conducted using the Roberts Rules of Order.**