

# By-laws of the Somers Point Business Association

(revised February 2017)

## **ARTICLE 1: NAME AND LOCATION**

**Section 1:** The name of the organization shall be SOMERS POINT BUSINESS ASSOCIATION, hereafter referred to as, and also may be referred to in approved abbreviation form as, SPBA.

**Section 2:** The address of SPBA shall be PO Box 241, Somers Point, NJ 08244, or at such other place as the Board of Trustees may direct.

## **ARTICLE II: PURPOSE AND OBJECTIVES**

The purpose and objective shall be to promote, protect, and support the development of a strong business environment in Somers Point and the surrounding communities.

To provide a collective voice representing the Somers Point Business Community to local government.

To provide a facility for an exchange of information that will expose the business owner to new ideas and methods to increase their business and improve their efficiency.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Membership**

(a) General membership shall be open to the business, professional and service community in Somers Point and its surrounding communities.

(b) General members whose business or residency is in Somers Point shall be entitled to vote at all meetings on any matter presented; may serve on all committees by appointment; may hold any elected office or position on the Board of Trustees in the SPBA; and may attend all functions and affairs sponsored by the SPBA.

(c) General members whose business is outside of Somers Point or who do not reside in Somers Point shall have voting privileges but shall not hold any elected office. They may serve on the Board of Trustees as stipulated in Article IX, Section 3. They may serve on all committees by appointment and may attend all functions and affairs sponsored by the SPBA.

(d) No business shall have more than one vote no matter how many representatives they may have as part of the SPBA.

**Section 2:** There shall be the following classifications of membership:

(a) **Basic Membership:** Membership shall be open to adults of good character and good business or professional reputation, who hold a position of discretionary authority in any worthy and recognized business or profession. They may serve on all committees of the Board of Trustees and may attend all functions and affairs sponsored by the SPBA. They shall entrust the Board of Trustees for general operation and decision making.

Types of Basic Membership shall be:

- Business Membership
- Club/Organization Membership – for volunteer based organizations.
- Individual/Associate Membership – for those with no business affiliation but with an interest in SPBA.

(b) **Lifetime Membership:** A lifetime membership may be offered to members who have distinguished themselves by extraordinary service to the Somers Point Business Association. The Lifetime membership award requires a majority vote of the Board of Trustees. Lifetime Members have all the privileges of

general members and are exempt from club dues.

Current Lifetime members are Gregory's Bar & Restaurant (Walter Gregory) and Tallman House (Bob & Marian McVeigh).

**(c) Honorary Membership:** An Honorary Membership may be awarded to any person/organization by a majority vote of the Board of Trustees. The term of membership will be for one year and can be renewed annually by the Board of Trustees. Honorary members will be exempt from dues, cannot vote or hold office, but shall be entitled to attend all meetings and social events at normal costs.

#### **ARTICLE IV: DUES AND ASSESSMENTS**

The annual membership dues shall be set each year by the Board of Trustees.

#### **ARTICLE V: MEMBERSHIP MEETINGS**

**Section 1:** Membership meetings shall be held a minimum of seven (7) times a year. The time, dates and place of meetings will be decided and announced by the Board of Trustees prior to the adjournment of each meeting. If the Board of Trustees so desires, the time, dates and place of meeting may be established for an indefinite period of time, or to such time a change is necessitated.

**Section 2:** Special meetings may be called by the President or by a request in writing by three (3) members of the Board of Trustees or ten (10) voting members and shall be received by the Secretary at least fifteen (15) days prior to the date of the requested meeting.

**Section 3:** Two (2) of the elected officers at any Membership or Board of Trustees meeting shall constitute a quorum of officers.

**Section 4:** Members may invite guests to membership meetings. The presiding officer in attendance at the meeting, however, may accept or deny the invitation or request that the guests be excused at any time during the meeting.

#### **ARTICLE VI: ELECTED OFFICERS**

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

#### **ARTICLE VII: DUTIES OF THE OFFICERS**

##### **Section 1: President**

- (a) The President shall preside at all meetings of the SPBA at which he or she can be present.
- (b) Shall appoint the non-elected Board of Trustees and assign the committee(s) they are to oversee with input and approval of the other three officers.
- (c) Shall not remove an appointed member of the Board of trustees without input and approval of the other officers.
- (d) Shall be an ex-officio member at all committees and shall appoint the chairman of all committees.
- (e) Is authorized to countersign with the Treasurer all checks for payment of bills and obligations of the SPBA approved by the membership.
- (f) Shall preside at all meetings of the Board of Trustees at which he is in attendance.
- (g) Shares in overseeing the activities of the individuals of the Board of Trustees with the Vice President.
- (h) Including the aforementioned provisions, he shall have all the other powers and duties generally recognized as pertaining to this office.
- (i) Shall have a maximum of a two-year consecutive term of office.

## **Section 2: Vice President**

- (a) In the absence of the President, the Vice President shall assume the duties of the President.
- (b) Is authorized to countersign, with the Treasurer, all checks for payment of bills and obligations of the SPBA approved by the membership.
- (c) Shall be the Parliamentarian to oversee the adherence of the by-laws of the SPBA.
- (d) Shall oversee the compilation of the newsletter and website updates, selection of guest speaker, and shares in overseeing the activities of the individual Board of Trustees.
- (e) Shall oversee the Audit Committee.
- (f) While the natural progression shall be for the Vice President to run for presidency, it shall not be required.
- (g) The position of VP shall have no term-limits but must be re-elected year-to-year.

## **Section 3: Secretary**

- (a) Secretary shall keep a record of the proceedings of the Board of Trustees.
- (b) Shall make available to the general membership the meeting minutes of the Board of Trustees.
- (c) Shall keep a complete file of the activities while in office and turn same over to his successor.
- (d) Shall keep an accurate copy of the original by-laws with every amendment made thereto in order.
- (e) Including the aforementioned provision, he shall have all the other powers and duties generally recognized as pertaining to the office.
- (f) Secretary shall notify each member of every meeting to be held by the SPBA in writing, at least five (5) days in advance of such meeting.
- (g) Shall attend to all correspondence of the SPBA, and shall furnish copies of all outgoing data to the President.
- (h) Shall keep a file of correspondence received by and forwarded by the SPBA and turn same over to the successor.
- (i) The position of secretary shall have no term-limits but must be re-elected year-to-year.

## **Section 4: Treasurer**

- (a) Treasurer shall receive and disburse all funds of the SPBA.
- (b) Shall deposit all funds in account or accounts in financial institutions designated by the membership.
- (c) Shall keep an accurate system of books and records in forms and manner approved by the Board of Trustees.
- (d) Shall submit an annual report to the membership at the annual meetings and at such time as requested by the membership.
- (e) Shall, with the President or Vice President, sign all checks for payment of bills and obligations incurred by the SPBA approved by the membership.
- (f) Shall be the Chairman of the Budget and Finance Committee.
- (g) Shall present his books and records to the Audit Committee for audit within five (5) days after the end of his term each year.
- (h) Shall forward annual bills before the February meeting of each year to each member for annual dues and special assessments.
- (i) Shall report to Board of Trustees at the March meeting any delinquencies of members whose dues are in arrears.
- (j) Including the aforementioned provisions, the Treasurer shall have all other powers and duties generally recognized as pertaining to this office.
- (k) The position of treasurer shall have no term-limits but must be re-elected year-to-year.

## **ARTICLE VIII: NOMINATION, ELECTION AND INSTALLATION OF OFFICERS**

**Section 1:** Nominations for officers shall be submitted by the Nominating Committee at the September meeting of each year. Additional nominations may be made from the floor at the October general meeting.

**Section 2:** To maintain continuity of the organization, nominations for president and vice president shall be selected from within the existing Board of Trustees.

**Section 3:** Election shall be by ballot and the results reported.

**Section 4:** Installation of Officers shall take place at the general meeting in January each year.

**Section 5:** In the event of a vacancy in the office of the Vice President, the Secretary, or the Treasurer, the office shall be filled for the remaining term, by appointment by the President subject to the approval of the voting membership. A vacancy in the office of the President shall be filled, first by the Vice President, second by the majority vote of the membership.

### **ARTICLE IX: BOARD OF TRUSTEES**

**Section 1:** The Board of Trustees shall be comprised of the four (4) elected officers, the past-president, and no more than six (6) additional Board Members appointed each year by the President with approval of the other officers. A minimum of (4) of these appointed Board Members must live or work in Somers Point.

**Section 2:** Elected Officers must live or work in Somers Point.

**Section 3:** Preference for the appointed Board Members shall be given to those who live or work in Somers Point. However, with approval of the officers, and not to exceed two of the six positions, those whose business and residency is outside of Somers Point may be selected.

**Section 4:** Officers and appointed Board members may not hold elected positions in the City of Somers Point.

**Section 5:** There shall be no more than two (2) members of the Board of Trustees who sit on any City appointed Board.

**Section 6:** No Officer or appointed Board member shall receive monetary compensation for any work done on behalf of the SPBA.

**Section 7:** Appointed Board members shall be assigned a committee(s) as the overseer by the president, with approval of the other three officers. It is their option to chair said committee or appoint an SPBA member, with approval of the Board, to act as chair on their behalf. Should this occur, the appointed Chair shall report to the Board during the designated Board meetings or to the assigned Trustee via a written report prior to the meeting.

**Section 8:** Appointed Board Members will oversee committees determined annually by the officers and based on the needs of the membership. They shall include but not be limited to: Audit, Community Relations & Projects, Government Awareness, Marketing, Membership, Nomination of Officers, Professional Development & Programs.

### **ARTICLE X: DUTIES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

**Section 1:** The Board of Trustees will act on all business of the SPBA and will be the administrative body of the organization acting in the best interest of the membership.

**Section 2:** Members shall attend a minimum of 75% of designated Board meetings. If unable to attend, a report to be read at the meeting shall be provided.

**Section 3:** Approval of every proposed action of the Board of Trustees is not required by the membership of the SPBA, and any action which is not contested will be considered as approved and confirmed. The Board of Trustees may take any action deemed necessary, without holding a meeting, if the action is agreed upon by polling all of the Trustees and the majority of the responding Trustees are in favor of the action.

**Section 4:** If a member desires to contest or discuss any proposed action of the Board, it may, however, by proper motion from the floor, be acted upon by the membership at large.

**Section 5:** The proposed action of the Board may be reversed if a proper motion received two-thirds (2/3) supporting vote of the members present at any meeting.

**Section 6:** All officers and appointed members of the Board of Trustees will be assigned a Committee(s) as the overseer based on their talents and/or involvement in the community. A member who oversees multiple committees will still only have one vote.

**Section 7:** If possible, the Outgoing-President shall lead the Nominating Committee for continuity and adherence to the by-laws.

#### **ARTICLE XI: MEETINGS OF THE BOARD OF TRUSTEES**

**Section 1:** The President shall be the chairman of the Board of Trustees and shall preside at all meetings of that Board. The Vice President will act as chairman, in the absence of the President and, in the absence of both the President and Vice President, the Treasurer shall act as chairman.

**Section 2-:** Order of business at Board meetings shall be pursuant to Robert's Rules of Order and may be by agenda adopted by the Board of Trustees.

**Section 3:** The Secretary shall keep a record of proceedings at each regular meeting or special meeting of the Board of Trustees.

**Section 4:** A meeting of the Board of Trustees shall follow the installation of officers prior to the next membership meeting. All other meetings of the Board of Trustees shall be at the call of the chairman or by request of at least three (3) members of the Board of Trustees provided all members of the Board are notified by telephone or in writing at least forty-eight (48) hours before the stipulated time for such meeting and provided such date and time is reasonable.

**Section 5:** The presence of a majority of the Board of Trustees then in office shall constitute a quorum for the transaction of all business and except as otherwise provided by these by—laws, the acts of the majority of the Board at a meeting, at which a quorum is present, shall be the acts of the Board of Trustees.

**Section 6:** The President may invite a representative from various city organizations to attend meetings of the Board of Trustees in a non-voting capacity. This could include but not be limited to, the C.E.R. Office, Economic Advisory Commission, and/or city government/boards/commissions.

#### **ARTICLE XII: COMMITTEES**

**Section 1:** Committee Chairs will be determined by the officers and Board of Trustees, except as otherwise provided in these by-laws.

**Section 2:** The President will announce these appointments at the first regular meeting after taking his seat as presiding officer.

**Section 3:** Each committee shall be comprised of the Chairperson and as many more as he/she feels is required.

**Section 4:** Any matter to be undertaken should be placed in the custody of one of the standing committees, if at all possible, though no final decisions of any committee shall be made without approval of the officers and Board of Trustees

**Section 5:** All committee chairmen shall keep a complete file of the committees' activities while in office and turn same over to his successor.

**Section 6:** All committees which handle money shall keep records and forms as required by the Board of Trustees and shall make all financial records available to the Treasurer for audit and review within ten (10) days after the conclusion of all affairs or functions of the committees.

**Section 7:** The President shall advise the chairman of each committee as to his duties and responsibilities

### **ARTICLE XIII: JURISDICTION OF STANDING COMMITTEES**

There will be a number of committees constantly functioning to accomplish the work and studying the opportunities of the organization. Each will have the duties that the name applies in addition to any tasks deemed necessary by the Officers or Board of Trustees.

These committees shall include, but not necessarily be limited to:

**Audit:** Oversees and reviews the activities and records of the Treasurer.

**Community Relations & Projects:** Responsible for bringing to SPBA attention, projects which improve the relationships between the business community and the residents of the City of Somers Point. Such activities include, but are not limited to, those of the Foundation for Education & CER Office, Somers Point Historical Society, South Jersey Jazz Society, Somers Point Restaurant Week, Somers Point Arts Commission.

**Government Awareness:** Responsible for assemblage of information of municipal meetings (Governing Body, Planning and Zoning Boards) and submitting a report, verbal or written, to the Association.

**Membership:** Responsible for the development of the series of activities for the recruitment and retention of members to the Association.

**Program & Professional Development:** Responsible for the selection, arrangement and scheduling of guest speakers. The speakers may include representatives from within membership, the Ocean City Chamber of Commerce, National Federation of Independent Businesses (N.F.I.B.), Rutgers Small Business Program or any other individual deemed qualified to offer quality & pertinent information.

**Marketing:** Develops the marketing strategy used to promote the organization's mission of supporting the development of a strong business environment in Somers Point. Duties consist of management of social media platforms, media buys, holding any marketing seminars or information sessions as well as public relations duties. Public relations consists of issuance of press releases and obtaining coverage for the SPBA via print or digital publications.

#### **ARTICLE XIV: ASSETS OF THE ASSOCIATION, DISSOLUTION**

**Section 1:** The SPBA does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. If the SPBA shall have any net earnings, they shall be devoted exclusively to the purpose of the SPBA. No part of any net earnings of the SPBA shall inure to the benefit of any member or person.

**Section 2:** In the event of the dissolution of the SPBA the remaining assets thereof shall be donated to the Rotary of Somers Point, their successors or assigns, having a dedicated interest in the City of Somers Point, provided, however, that said organization shall qualify for an exemption under 501(c) (3) of the Internal Revenue Code of 1954 as one organized and operated exclusively for charitable, educational, religious or scientific purposes. In the event said organization shall not so qualify, then the membership, after payment of all liabilities, dispose of all the assets of the SPBA exclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall, at the time, qualify for an exemption under Section 501(c) (3) of the Internal Revenue Code of 1954.

#### **ARTICLE XV: AMENDMENTS**

**Section 1:** These by-laws may be amended at any regular meeting of the SPBA with the following procedures:

- (a) Presentation of a proposal by any member or group of members by proper motion at a regular meeting, and passed with two-thirds (2/3) affirmative vote.
- (b) Referral to the By-Laws Committee for study and drafting of final proposed amendment.
- (c) Reading of proposed amendment at the next regular meeting with revisions and changes requested and supported by proper motion of the membership by majority vote.
- (d) Publication of final proposed amendment in unit bulletin or by special mail to each member.
- (e) Final passage by two-thirds (2/3) affirmative vote of members present at the next regular meeting.

**Section 2:** No section of these by-laws may be changed except as prescribed for any purpose, except for the "Order of Business" which may be suspended, and restored by proper motion in order to permit special action, or presentation of any item deemed necessary by the membership or President.

**Section 3:** "Robert's Rules of Order", revised edition, shall be the authority for matters of procedure not covered by these by-laws.