

# **Bensalem Business Association**

## **BY-LAWS**

### **BENSALEM BUSINESS ASSOCIATION**

#### **ARTICLE I. NAME**

Section 1.1 The name of this organization shall be "Bensalem Business Association." (BBA)

#### **ARTICLE II. PURPOSE**

Section 2.1 The purpose of this organization is to provide information and support to members of the local business community and to actively promote and develop an economic environment in which its members can prosper, expand and diversify. It will address the needs of its members and interact with other individuals and organizations for the overall benefit of the business community of Bensalem.

#### **ARTICLE III. MEMBERSHIP**

Section 3.1 The association shall have three (3) membership categories. Full membership shall be any adult individual owner, or principle in an incorporated or unincorporated business that pays business tax in Bensalem, that has submitted a proper application and that has made payment of applicable dues.

Associate membership shall be open to any person who does business in Bensalem and supports the association's purpose, that has submitted a proper application, and that has made payment of applicable dues. The associate member shall be entitled to attend and participate in open meetings. However, in no event shall associate membership include the right to vote on any matter, except during elections.

Honorary membership shall include Community Leaders, with the intent to help facilitate communication between Association members and their community leaders.

#### **ARTICLE IV. MEETINGS & VOTING**

Section 4.1 There shall be no less than four scheduled general meetings each year, at times and places that the Board of Directors shall determine. The annual meeting shall be in December, unless changed by the directors. Election of the directors shall take place at the November or meeting.

Section 4.2 Notice of general meetings, specifying the place, date, time and general purpose of the meetings shall be on the official web site of the organization and shall be the member's responsibility to observe it. Notice shall also be given to all members at least one time by email.

Section 4.3 A vote of more than one-half of those members present at any general meeting shall decide any question presented at the meeting. Each business shall have one vote.

Section 4.4 No voting by proxy shall be permitted unless the absent member submits a written signed statement prior to the meeting at which the voting will occur, that addresses the specific issue under consideration, specifies the reason for the inability to attend the meeting, which shall be significant and beyond the control of the member, and is approved by a majority of the Board of Directors present in its sole and absolute discretion.

Section 4.5 At all general meetings, each full member or business in good standing shall have one vote.

Section 4.6 Any business which is in good standing as a member of the Association as of the date of the August Association meeting shall have one vote in the November election for the Board of Directors.

Section 4.7 Special meetings may be scheduled by the President or the Board of Directors provided at least fourteen (14) days notice of the meeting is placed on the web site of the organization. Notice shall also be given at least one time by email. The notice shall specify in detail the reason for the meeting.

## ARTICLE V. BOARD OF DIRECTORS

Section 5.1 The qualifications are: Candidates must be a Full or Associate Member of the BBA for at least one full year and have attended at least 60% of the monthly meetings (Second Wednesday of every month at 6:30PM) and at least one of the two scheduled Events (BBA Social or Annual Dinner) each year.

Section 5.2 The Duties are as follows: Elect Officers, attend and participate in Board and Association meetings, promote the BBA, actively participate in and support the activities of the BBA, coordinate and attend the special events of the BBA, assist other Board members and officers when requested, and perform such other duties as may be assigned by the President.

Section 5.3 Board Meetings are on the first Tuesday of every month at 1:30 p.m. Meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Board

Section 5.4 There shall be a minimum of seven (7) directors, who shall be elected for a two-year term. Directors can be Full Members or Associate Members.

Section 5.5 Each Director shall have one vote at the Board of Directors meetings.

Section 5.6 In the matter of elections for the Board of Directors, a nominating committee consisting of two (2) directors and two (2) Full Members shall be appointed by the President prior to the October meeting of an election year. The committee will nominate individuals to fill any forthcoming Board vacancies. Additional nominations may be received from the membership at the meeting prior to the elections. If only one nomination is received for a position, the President shall direct the Secretary to record a unanimous vote for the individual nominated. An election will be held for contested positions. The winners shall be the persons receiving the largest number of votes cast.

Section 5.7 The Board of Directors shall manage the business of the organization, exercise the powers of the organization and execute all lawful acts directed, or required, by membership.

## ARTICLE VI. OFFICERS

Section 6.1 The Board of Directors shall elect and include a President, Vice President, Secretary and Treasurer, who shall be elected for a two-year term.

Section 6.2 The President shall be the chief executive officer of the BBA and shall have general supervision over the daily business and operation of the BBA. The President shall preside over and conduct the meetings of the Board of Directors and of the Association. The President shall also appoint committees and perform all other duties set forth in the by-laws or in the Pennsylvania Non-Profit Corporation Law. He or she will be given one of two debit cards for purchases to be made on behalf of the Bensalem Business Association, and he or she shall provide the Board with appropriate records and receipts for all expenditures. The Board shall approve all expenditures in advance when feasible.

Section 6.3 The Vice President shall perform the President's, Treasurer's or Secretary's duties when any

officer is unavailable. The Vice President is the chief assistant to the President and shall assist the President in the management of the business and operation of the BBA. The Vice President shall also assist in coordinating activities and special events and in performing such other duties as are assigned by the President. He or she, or other qualified Directors as designated by the Board will also be responsible for the updating of the BBA website and will receive all requests submitted to the BBA email address. ([info@bensalembusiness.com](mailto:info@bensalembusiness.com)) The Vice-President will be given a key to the PO Box to periodically check for any mail.

Section 6.4 The Secretary shall keep the official minutes, notes, resolutions and decisions of the meetings of the Board of Directors and of the BBA, and shall insure that proper records of the business and operations of the BBA are kept and are available. The Secretary shall also prepare and transmit correspondence and notices on behalf of the BBA and shall perform such other duties as are assigned by the President. The Secretary will also be responsible for any incoming phone calls to the BBA number. He or she will forward such calls to the correct board member. In addition, the Secretary will also be given a key to the PO Box to periodically check for any mail.

Section 6.5 The Treasurer shall have custody of BBA's funds and shall keep full and accurate accounts of all funds received and disbursed by the BBA. Deposits shall be placed in such depositories as shall be designated by the Board of Directors. The Treasurer shall provide a report of receipts and disbursements to the BBA at every meeting, and shall provide the financial records of the BBA to any officer or director for review upon request. It shall be the responsibility of the Treasurer to insure that proper records and receipts are available for all expenditures, and proper pre-approval obtained from the Board for all expenditures. The Treasurer shall also provide an annual report of the prior year's receipts and disbursements to the Board of Directors at its February meeting. In addition, the Treasurer shall perform such other duties as are assigned by the President. He or she will be given one of two debit cards for purchases to be made on behalf of the Bensalem Business Association. The Treasurer will also be given a key to the PO Box to periodically check for any mail. The Treasurer shall issue a report at every meeting as to all income and disbursements of the organization since the last meeting. The Financial records of the organization shall be available for review by all officers and members of the Board of Directors.

## ARTICLE VII. AUDIT

Section 7.1 An Audit of the financial books of the Association will be performed during the month of March. The Board of Directors will select one Board member, along with one Member to conduct the Audit. The Audit will be presented to the Board of Directors at the May Board meeting.

Section 7.2 There will be only four (4) possible opinions the BBA auditors may provide:

A "clean," or unqualified, *audit* opinion states that the financial statements present fairly, in all material respects, the financial position, and the changes in net assets and cash flows in conformity with accounting principles generally accepted in the U.S

An "except for" or qualified opinion means that the auditors disagree with the accounting treatment of a specific transaction, or are unable to determine what the outcome might be of a material uncertainty, in which case the Board shall attempt to obtain appropriate documentation and resolution of the issue(s).

A "disclaimer" opinion indicates that the auditor cannot give an opinion due to the inability to gather certain relevant facts or inability to obtain relevant or necessary records, in which event the Board shall attempt to obtain and provide the necessary records.

An “adverse” opinion indicates that the auditors do not believe the financial statements prepared by management are fairly or accurately presented, in which event a majority of the Board shall institute measures to insure accurate and appropriate records.

#### ARTICLE VIII. DUES

Section 8.1 Dues for members of the organization shall be set each year by the Board of Directors at the October meeting for the upcoming calendar year. (January-December) Dues may be waived in appropriate circumstances by a majority vote of the Board.

#### ARTICLE IX. AMENDMENTS

Section 9.1 The By-Laws may be altered, amended or repealed by a majority vote of the membership present at any general meeting duly convened, after notice to the members of that purpose, or by a majority vote of the Board of Directors present at any meeting duly convened, except on certain subjects committed expressly to the members as described in section 5504 (b) of the Pennsylvania Non-Profit Corporation Law.

#### ARTICLE X. VACANCIES

Section 10.1 Vacancies in the Board of Directors, whether of officer or director, shall be filled by majority vote of the remaining members of the Board. The successor shall serve for the remainder of the term of the officer or director who vacated his or her office. Such elections for successors may be held at the next scheduled meeting of the Board of Directors, or at any special meeting called for that purpose.

#### ARTICLE XI. REMOVAL OF OFFICERS OR DIRECTORS

Section 11.1 Any member of the Board of Directors may be considered for removal from office upon the motion of either another member of the Board of Directors, or by motion of a full member. If the initial motion comes from a member of the Board, it shall require approval of at least two-thirds of the Board of Directors to become effective. If the motion comes from the general membership, it shall require the approval of a majority of the membership in attendance, either at the next regular meeting, or a special meeting duly called for that purpose, for which proper notice is given to the membership.

Section 11.2 Grounds for removal of a member of the Board of Directors or Officers shall include, but not be limited to, a failure to pay dues, a failure to properly further the purpose of the Association, a failure to perform the duties of his or her office, or a failure to attend a majority of the Board of Directors and General Membership Meetings, or for immoral or unethical conduct, in the performance of its business or the business of the Association.

#### ARTICLE XII REMOVAL OF MEMBER

Section 12.1 Any member can be considered for removal from the organization by motion of a member of the Board of Directors. The removal shall require approval of at least two-thirds of the Board of Directors to become effective.

Section 12.2 Grounds for removal of a member shall include, but not be limited to, a failure to pay dues, a failure to properly further the purpose of the corporation, or conducting business immorally, unethically, or illegally. The decision for removal will be in the sole and absolute discretion of the Board.