



The TRENTON BUSINESS ASSOCIATION

IN TRENTON, WE MEAN BUSINESS!

Proposed BY-LAWS OF THE TRENTON BUSINESS ASSOCIATION

ARTICLE I NAME

The name of this organization shall be the Trenton Business Association.

ARTICLE II PURPOSE

The purpose of the Association shall be to promote its Members and The Trenton Community (as a whole) through Sponsorship of Community Programs, Networking Meetings, Developing Business Relationships and use of appropriate Media Communication.

ARTICLE III MEMBERSHIP REQUIREMENTS

Any reputable person, association, business firm, corporation, partnership, professional, or industrial concern that conducts business in or outside the City of Trenton, shall be eligible for membership in the Association. Trenton non-profit organizations are also eligible for membership. All members are expected to adhere to the association's Ethics Policy. The Board of Directors reserves the right to terminate membership.

ARTICLE IV MEMBERSHIP FEES (DUES)

Section 1. Membership dues shall be collected annually on the basis of a calendar year. In addition, an optional contribution to fund the annual Trenton High School Senior Business Scholarship will be collected at the same time as the annual membership dues.

Section 2. Membership dues may be revised by a vote of the Board of Directors.

ARTICLE V MEETINGS

Section 1. The Board of Directors shall strive to hold monthly board meetings that will be open to general members.

Section 2. The Board of Directors shall call a general membership meeting whenever determined necessary.

Section 3. The annual election meeting of the Association shall be held in December to elect officers for the following year. The annual report shall be sent to members no later than January 1 following the annual election meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The government of the Association, the direction of its work and the control of its property shall be vested in a board of directors consisting of the President, Vice-President, Secretary, Treasurer and seven (7) Trustees who shall be elected annually. The Directors shall have power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Association. They shall meet at such regular time and place as will be determined by them, and shall strive to meet at minimum, between the General Membership meetings.

Section 2. The Board of Directors shall be elected at the annual meeting or at a special meeting of the members called for the purpose.

Section 3. A majority of the Board of Directors present shall constitute a quorum at any regular meeting, which has been duly publicized.

Section 4. The Directors shall take office on the first day of January of the year for which elected and shall hold office until their successors shall have been duly elected and qualified.

ARTICLE VII OFFICERS

Section 1. Each year the General Membership shall meet and elect a President, Vice President, Secretary, Treasurer, and seven Trustees that comprise the Board of Directors. The Board of Directors may appoint other officers and agents, as it deems advisable.

Section 2. President: The President shall oversee all elements of the organization and enlist the participation of other TBA members to accomplish goals and objectives. He/she shall preside at all meetings of the Association and the Board of Directors, and perform all duties incident to this office. He/she shall, subject to the approval of the Board, appoint all committees and he shall be exofficio member of all committees. He/she shall at the annual meeting of the Association, and at such time as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Association.

Section 3. Vice-President: The Vice President shall act in the absence of the President.

Section 4. Secretary: The Secretary shall keep the records and perform such other duties as are customary to the office including acting as secretary to the Board of Directors.

5. Treasurer: The Treasurer shall have the normal duties incident to said office. The Treasurer shall account for all funds of this organization. The Treasurer shall keep an account in the bank designated

by the Board of Directors, shall pay all bills from said account by check when directed by the Board of Directors and shall make a regular accounting to the Board of Directors at regular intervals as requested. The Treasurer shall prepare a year-end report of the organization and present it at the year-end meeting. The incoming Treasurer shall prepare a budget of the organization's anticipated income and expenses and present at the first membership meeting of the new year.

Section 6. Other Officers: The Trustees shall advise the Board of Directors on all matters pertinent to helping the organization strive toward its objectives and purpose.

Section 7. Board Appointed Marketing Administrator: The Market Administrator shall work with the Board of Directors to help advance the goals and objectives of the organization and to assist in the smooth, effective running of the organization

Compensation:

- Waiver of annual TBA membership dues upon enlisting three new members each year.
- A stipend as determined annually by the Board of Directors will be paid for each new member recruited after the third new member each year. The Board of Directors will determine annually the criteria to qualify for new membership status for the purpose of compensation.
- Reimbursement for actual costs of office supplies incurred within allocated budget.

Section 8. Specific job responsibilities as they pertain to Officer, Trustee and Marketing Administrator positions will be determined by the Board of Directors and reviewed annually.

Section 9. Compensation: No salary or compensation shall be allowed to the President, Vice President, Secretary, Treasurer or Trustees.

Section 10. Term of Office: Each officer shall hold his office for one year, beginning on the first day of January of the year for which elected, and until his successor shall have been duly elected and qualified; provided that any officer may be removed by the Board of Directors at any time by a two-thirds majority vote of the general membership. The Board of Directors may fill any vacancy in office at any time.

ARTICLE VIII COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board of Directors.

ARTICLE IX DISBURSEMENTS

Section 1. No disbursements of the Association's funds shall be made unless approved, authorized, or ordered by the Board of Directors. All disbursements shall be made by check, signed by the Treasurer or President with only one of the two signatures required.

Section 2. Upon the approval of the budget, the Treasurer may be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors.

ARTICLE X BUDGET

As soon as possible after the annual meeting of each year, the incoming Treasurer shall compile a budget of estimated expenses for the coming year and present said budget at the first general membership meeting. No committee may exceed its appropriation without the consent of the Board of Directors.

ARTICLE XI FISCAL YEAR

The fiscal year shall end the Thirty-First day of December.

ARTICLE XII PARLIAMENTARY PROCEDURE

The proceedings of the Association meetings shall be governed by and conducted according to the latest edition of "Robert's Rules of Order"

ARTICLE XIII AMENDMENT

Section 1. These By-Laws may be amended by a two-thirds majority vote of members present at a meeting at which such amendment is considered, provided however that copies of such amendment shall be sent to the membership at least ten (10) days prior to the meeting, at which time such amendments will be considered.

Section 2. In case of any dispute as to the construction of these By-Laws, the Board of Directors shall have the power to construe them, and its decision as to the proper construction thereof shall be final and conclusive.

ARTICLE XIV MISCELLANEOUS

On dissolution, no part of the Association money, funds, and property shall inure to or be distributed to the members. The money, funds, and property shall be distributed to one or more of the objects and purposes of this Association to be selected by the Board of Directors.

APPROVED AT:
GENERAL MEMBERSHIP MEETING – May 2006
UNANIMOUS VOTE