

BY LAWS  
FOR  
WILTON MANORS  
BUSINESS ASSOCIATION, INC.

ARTICLE I  
PURPOSES

SECTION 1

The purpose of the association is to promote the development and growth of the Wilton Manors business community.

SECTION 2

The association will act to provide an open line of communication between its members and the city officials of Wilton Manors.

SECTION 3

The association will work to provide opportunities for business to business networking between its members. It will also provide marketing and other opportunities aimed at increasing the visibility of the Wilton Manors business community. Programs of interest and for the education of association's members will be provided at the direction of the board of directors.

ARTICLE II  
MEMBERSHIP

SECTION 1

Membership in this association is open to any business or individual. Any non-profit organization will be an associate member.

SECTION 2

Application for membership shall be made by furnishing the secretary or designated board member with the name, address and phone number together with the listing fee and applicable dues.

## ARTICLE III MEETINGS

### SECTION I

Regular meetings of this association shall be held at a time and place designated by the board of directors. Meetings shall take place no less than monthly. Meetings may be cancelled or postponed by a majority vote of the Board of Directors.

### SECTION 2

Special meetings may be called by a majority vote of the Board of Directors.

### SECTION 3

The Board of directors of the association shall meet at least once a month. Meetings may be cancelled or postponed by a majority vote of the Board of Directors.

## ARTICLE IV FEES AND DUES

### SECTION 1

The listing fee shall be \* Seventy Five (\$75.00), payable when the complete application for membership is filed with the secretary or designated board member. The new member may request a copy of the constitution and bylaws.

\*Approved January 14, 2008

### SECTION 2

Any dues and/or fees may be waived or modified by a majority vote of the board of directors present and voting.

### SECTION 3

The annual listing fee of this association shall be determined by the board of directors. At the time at which the dues are paid the specific names of all the proposed members must be given to the secretary to be recorded as official voting members. The dues must be paid on an annual basis in January of each year and will be delinquent on April 15. Delinquent members will not be listed in the "At Your Service" Directory for that year.

ARTICLE V  
ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1

The officers of the association shall be president, a past president, a vice-president, a secretary, a sergeant at arms, and a treasurer, elected by the Board of Directors.

SECTION 2

Nominations for the Board of Directors shall be made by a Nominating Committee appointed by the President in the month of March. This committee shall consist of three (3) members in good standing including the immediate past president, if possible. The Committee shall present its report and recommendations at the April meeting of the members in good standing who have consented to serve if elected. Further nominations can be made from the floor at the April meeting at which time an election will be held. All elections shall be made by secret ballot unless a secret ballot is dispensed with by a unanimous vote.

SECTION 3

The Board of Directors shall be elected at the April meeting and shall take office the first day of May for two-year terms.

The officers shall be elected by the Board of Directors for a one-year term in April and shall take office the first day of May.

SECTION 4

Any vacancy in office shall be filled by the president, and confirmed by a majority vote of the board of directors.

SECTION 5

Directors shall be elected to terms of two years, except that in the 1995 election seven directors will be elected for two years and six directors will be elected for one year and after that election, each director will be elected for two years.

ARTICLE VI  
DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1

The president will preside at all meetings of the association. He or she has responsibility for the general supervision of the operation of the association. The president shall be ex-officio member of all committees of the association except the nominating committee. The president shall transmit to the association for its approval or disapproval all ideas and plans of the board of directors or the appointed committee and shall take no action binding upon the association without either specific prior authorization or subsequent ratification by the board of directors. The president shall have one of three (3) authorized check signatures; the vice-president and treasurer shall be the second and third signatures.

SECTION 2

The vice-president presides in the absence of the president and is responsible for programs and speakers. The secretary shall preside in the absence of the president and vice president.

SECTION 3

The secretary shall have custody of all records and documents of the Association and keep the minutes of all regular and special meetings.

SECTION 4

There shall be a sergeant at arms as an officer of the association, the sergeant at arms shall be responsible for confirming meeting locations and times, supervising the set-up of meeting locations, and registration of members and guests at all meetings of the association.

SECTION 5

The treasurer shall have custody of all funds and securities belonging to the association and shall receive, deposit, or disperse the same under the direction of the board of directors. The books of the association shall be available for any member of the association to examine during reasonable hours. A statement of financial condition shall be presented at each meeting. An annual statement of financial condition, in the specified format shall be presented to the officers at the May meeting. The treasurer shall perform other duties pertaining to this office.

## SECTION 6

The Board of Directors shall be made up of a total of thirteen (13) members. The chancellor shall advise.

This Board shall have charge of the business affairs of the association and shall consider all matters concerning the welfare of the Association. The Board of Directors may remove any officer and/or Board member and declare the office vacant by a 2/3 vote of the entire Board and a 2/3 vote of the general membership where quorum is present. Ten percent (10%) of the membership in good standing shall constitute a quorum.

## SECTION 7

The chancellor is a member of the legal profession who serves as an advisor on matters pertaining to the association, and therefore, is a non-voting member of directors.

## SECTION 8

Any member of the board of directors or officer who fails to attend three (3) consecutive meetings without justifiable cause shall be dropped as a member of the board of directors or as an officer.

## ARTICLE VII COMMITTEES

### SECTION 1

The president shall appoint committee leaders and assistants as appropriate to meet the objective of the association. . The structure and purpose of each committee shall be determined by the board of directors of the association.

## ARTICLE VIII PROCEDURAL ISSUES NOT COVERED BY THESE BYLAWS

### SECTION 1

Roberts Rules of Order will prevail in those circumstances not covered by these bylaws.

ARTICLE IX  
LIABILITY AND DISSOLUTION

SECTION 1

This association shall be responsible for expense incurred at its direction in connection with its operations, functions and activities. In the event of the dissolution of this association, distribution of any funds after payment of any indebtedness will be contributed to the general fund of the City of Wilton Manors, Florida.

ARTICLE X  
AMENDMENT PROCEDURE FOR THE BYLAWS

SECTION 1

These bylaws may be amended at any regular meeting of this association when a quorum is present by 2/3 vote of the members present. Such amendments must be submitted in writing to the president and membership by member in good standing at the previous meeting with the agreement of the originator, the board of directors may refine the amendment for presentation to the membership by the president with the approval of originator.

Ratified and Approved by the general membership February 12, 2007