

**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 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. Non-profit organizations will be discounted 50% of the regular membership fee.

**SECTION 2**

Application for membership shall be made online or by furnishing a board member with the necessary contact information and applicable dues.

## **ARTICLE III MEETINGS**

### **SECTION 1**

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. The evening business meetings will be held on the second Monday of the month and the networking luncheons on the fourth Thursday. Meetings may be canceled or rescheduled 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 canceled or rescheduled by a majority vote of the Board of Directors.

## **ARTICLE IV FEES AND DUES**

### **SECTION 1**

The annual membership fee shall be One Hundred Dollars (\$100.00), and is payable when the complete application for membership is filed online or with a board member.

Non-profit organizations' membership fee shall be Fifty Dollars (\$50.00).

\*Approved December 11, 2017

### **SECTION 2**

The annual membership fee of this Association shall be determined by the Board of Directors. The dues must be paid on an annual basis in January of each year and will be delinquent on March 31<sup>st</sup>. Delinquent members will not be listed in the "At Your Service" Directory for that year.

### **SECTION 3**

New members who join after June 30<sup>th</sup> will pay a pro-rated fee of \$50.

Membership fees will only be pro-rated the first time a business joins the Association. Renewal memberships will not be pro-rated.

#### **SECTION 4**

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

### **ARTICLE V ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

#### **SECTION 1**

The Officers of the Association shall be a President, Immediate Past President, Vice President, Secretary, Sergeant at Arms and 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 a two-year term.

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.

### **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 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 (1) of three (3) authorized check signatures, and the other (2) signatures shall consist of two other Officers on the Board.

## **SECTION 2**

The Immediate Past President shall act as an advisor and assist in maintaining the integrity and vision of the organization.

## **SECTION 3**

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 4**

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

## **SECTION 5**

The Sergeant at Arms shall be responsible for supervising the set-up of meeting locations and registration of members and guests at all meetings of the Association.

## **SECTION 6**

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 7**

The Board of Directors shall be made 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 8**

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 at-large member of the Board of Directors.

### **SECTION 9**

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 meeting the objective of the Association. The structure and purpose of each committee shall be determined by the Board of Directors of the Association.

### **SECTION 2**

- **EVENTS:** There will be an Event Planning committee whose purpose is to arrange the regular meeting locations and any special event meetings. This will include communication with the meeting hosts, along with the coordination of any necessary details to ensure a successful event. Any ideas or suggestions to make our events better will be considered by the committee and presented to the Board.
- **BY-LAWS:** There will be a By-Laws committee that will meet as the Board requires, to review and amend the by-laws as needed. Any and all changes shall be brought to the Board for final approval, and all changes are subject to a vote by a quorum of the membership.
- **MEMBER RETENTION/ DEVELOPMENT:** There will be a Membership Retention committee whose purpose is to develop ways to grow and expand the membership and foster the existing membership, in accordance to the goals and mission of the organization.
- **GOVERNMENTAL AFFAIRS:** There will be a Governmental Affairs committee whose purpose is to improve communication between the Association and the City. It will serve to notify members of the commission meetings and any other relevant matter, and bring forth any issues from the Association to the City.

**ARTICLE VIII  
PROCEDURAL ISSUES NOT COVERED BY THESE BYLAWS**

**SECTION 1**

Robert's 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 the 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 BY-LAWS**

**SECTION 1**

These by-laws may be amended at any regular meeting of this Association in which a quorum is present. Such an amendment must first be submitted in writing to the President, prior to the meeting, by a member in good standing. The Board of Directors will vote as to whether or not to allow the proposed amendment to be presented to the general membership. If so approved, the Board of Directors, with the approval of the originator, may refine the proposed amendment for presentation to the membership. Once this has been done, the amendment will be presented and voted on by general membership at the next meeting on the calendar and will pass with a majority vote. The amendment shall take effect immediately.

Ratified and Approved by the general membership December 11, 2017.