

Organization and Structure
of the
Rotterdam Business Association

Founded 1998
Rotterdam New York

The Rotterdam Business Association is a membership-based community networking organization.

1.) Mission Statement:

Founded in 1998, the Rotterdam Business Association (the “Association”) is an organization of businesses, business owners, and managers residing, having a place of business, or conducting business in the Town of Rotterdam New York. The purpose of the Association is to serve as a unified voice for the Rotterdam business community; advocate on behalf of the needs of the business community; disseminate information on services, products and legislation; share information on potential business prospects; and provide mutual support to help each member reach their potential for success.

2.) Bylaws and Regulations:

This document entitled “Organization and Structure of the Rotterdam Business Association” shall be considered to be the governing bylaws of our association. All officers are required to enforce the regulations herein, and members are required to be familiar with our operating guidelines.

This document may be amended or restated upon approval by the Board of Directors. After the approval by the Board of Directors, such amended or restated bylaws shall be made available to the general membership.

3.) Membership

Any business, business owner, or manager residing, having a place of business or conducting business in the Town of Rotterdam, New York, is eligible for membership in the Association. In addition, any person that has been a member in good standing, or an employee thereof, for at least three (3) consecutive years, may continue membership upon retirement. Members are strongly encouraged to attend association meetings and events on a regular basis.

Any person or business seeking membership in the Association is required to submit a completed membership application to the Secretary for review by the Board of Directors. Upon receipt, the Secretary shall transmit the application to the Board of Directors, which shall review and, if the applicant satisfies the membership eligibility requirements set forth above, approve admission of the applicant as a member to the Association. If the applicant fails to meet the membership eligibility requirements set forth above, the Board of Directors shall disapprove the admission of the applicant as a member. Upon a decision by the Board of Directors, the Secretary shall notify the applicant. If admission is approved, the Secretary shall transmit a Membership Dues Notice to the applicant which shall require payment of the membership fee to the Association. Upon collection of payment in full of the membership fee set forth in the Membership Dues Notice, such applicant shall be admitted as a member of the Association. The Secretary shall permanently maintain all records relating to applications for membership.

All members shall be required to pay an annual membership fee. On or before January 31 of each year, the Treasurer shall present a Membership Dues Notice to each person or entity that was a member as of the last day of the prior calendar year, with payment in full being due on or before March 1. For prospective members whose applications have been approved by the Board of Directors, payment shall be due within thirty (30) days of the date on which the Membership Dues Notice is sent.

The amount of the annual membership fee shall be set in a written policy adopted by the Board of Directors. Such policy may, in the discretion of the Board of Directors, provide for prorated membership fees for members admitted during the year, may establish different membership fees for natural persons than for business entities, and may provide for different membership fees for retired persons than for non-retired persons.

Each member is strongly encouraged to attend Association events and meetings on a regular basis. The fee for attendance at these events and meetings will be the sole responsibility of the member. If a member registers to attend an event or meeting and does not attend, the member will remain responsible for the registration fee, unless the member notifies the Secretary on or before the registration deadline that it is cancelling its registration.

4.) Organizational Structure:

The Association shall hold an annual member meeting in November of each year at which a Board of Directors and Association officers shall be elected for the next succeeding term. The term of office of each officer and director shall be one (1) year, commencing January 1 and ending December 31.

At such meeting, the President shall call for a motion to be made by a member to elect a person to each position. Upon a second of such motion, the President shall offer an opportunity for discussion on the motion, and upon the President's determination to conclude such discussion, the President shall call for a vote. Upon a majority vote of members in attendance at the meeting in favor of the motion, the motion shall be declared passed and the person shall be deemed elected to the position for the next succeeding term.

Any vacancy created for any reason on the Board of Directors may be filled by a vote of the members at the next annual meeting or a special meeting of the members called for such purpose.

Any vacancy created for any reason in an officer's position may be filled by the Board of Directors at its annual meeting or a special meeting called for that purpose.

a.) Board of Directors

The Board of Directors shall consist of three (3) directors elected by the members in accordance with these bylaws. A quorum shall consist of minimum of two (2) directors. Each director shall be a member or an owner, manager, or employee of a member in good standing of the Association. The Board of Directors shall manage the business affairs and activities of the Association.

An annual meeting of the Board of Directors shall be held during the month of January each year on a date, time and place designated by the President on ten (10) days advance notice to each director. The Board of Directors shall be authorized to transact any Association business at such annual meeting, provided a quorum is present.

Special meetings of the Board of Directors may be called by the President on five (5) days' written or electronic notice to each director. Such notice shall state the purpose of

such meeting and the Board of Directors shall be authorized to transact any business at such special meeting as shall be within the scope of the noticed purpose, provided a quorum is present.

The Board of Directors, acting by majority vote, shall be authorized to, among other things:

1. adopt written policies and procedures governing the activities and affairs of the Association
2. designate depository institution and authorized signatories for Association accounts
3. establish membership fees and rates
4. authorize Association expenditures
5. authorize execution of contracts
6. decide membership applications in accordance with these bylaws
7. establish written guidelines for guest attendance at member meetings and events
8. prescribe duties and powers of officers and members in addition to those set forth in these bylaws
9. establish committees for any purpose
10. take or direct any other action not inconsistent with these bylaws

b.) Officers

The Association's officers shall consist of a President, a Vice President, a Secretary, and a Treasurer elected by the members in accordance with these bylaws.

President

Any member or owner, manager, or employee of a member in good standing of the Association is eligible to serve as President. The President shall be the chief executive officer of the Association, preside at all meetings, act as official representative for the Association, execute the mission of the Association, and implement and enforce the policies, procedures, and directives of the Board of Directors. With the assistance of the Treasurer, the President shall develop an annual budget for the Association. At the January member meeting or event, the President shall present the current year's agenda, goals and objectives of the Association, as well as the annual budget.

Vice President

Any member or owner, manager, or employee of a member in good standing of the Association is eligible to serve as Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Secretary

Any member or owner, manager, or employee of a member in good standing of the Association is eligible to serve as Secretary. The Secretary shall maintain the Association's records, including applications for membership, Board of Directors

proceedings, and member proceedings. The Secretary shall attend all member and Board of Directors meetings and shall maintain a record of attendance and any formal actions taken thereat. In the absence of the Secretary from any member or Board of Directors meeting, the President may designate a director, officer, or other person in attendance at such meeting to maintain a written record of the proceedings, which record shall be promptly provided to the Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of members and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or the President. At the January member meeting or event, the Secretary shall present the annual calendar to the general membership including anticipated meeting dates and venues.

Treasurer

Any member or owner, manager, or employee of a member in good standing of the Association shall be eligible to serve as Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements, shall deposit all moneys in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Association only as directed by the Board of Directors or the President, and shall keep and maintain all invoices, vouchers, and statements related to any such disbursements. The Treasurer shall render an account of all transactions and of the financial condition of the Association at all Board of Directors and member meetings, or at such other times as the Board of Directors may require. The Treasurer shall assist the President in development of an annual budget for the Association. At the January member meeting or event, the Treasurer shall report the current financial status of the Association and shall assist the President in presentation of the annual budget.

5.) Meeting and Events

The Secretary of the Association will announce the date, place and time of the next meeting or event to all members in a timely and orderly fashion. Such date(s), time(s), and place(s) shall be approved by the President. Announcement of the date, place, and time of meetings or events may be accomplished by US Postal mail, e-mail, or social media. The date, place and time of the meeting will also be posted on the Association's website for all potential new members.

Member meetings and events are normally scheduled for the last Tuesday of each month, excluding July and December. If there is to be a change to this schedule, members must be notified fifteen days ahead of the newly scheduled date. If a meeting must be cancelled, reasonable efforts shall be made by the Officers to notify members and guests, including by phone, email and social media, of such cancellation.