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Includes Board of Directors approved changes of September 2, 2003

Includes Board of Directors approved changes of October 22, 2008

**BY-LAWS  
OF THE  
PENFIELD BUSINESS ASSOCIATION  
OF PENFIELD, NEW YORK, INC.**

**ARTICLE I - Name and Objectives**

Section 1. The name of this organization shall be **PENFIELD BUSINESS ASSOCIATION OF PENFIELD, NEW YORK, INC.** (the Association).

Section 2. The purposes of the Association shall be to promote the commercial, professional, industrial, civic and other general interests of the Town of Penfield, County of Monroe, State of New York and to encourage and stimulate active participation of the members of the corporation and people and groups within the community in the economic, civic and governmental betterment and growth of the Town of Penfield, and to provide a common forum and organization within which the members may exchange ideas and develop programs for the growth and betterment of the Town of Penfield and the immediately adjacent areas thereto.

Section 3. This Association, in its activities, shall be non-partisan, non-sectional, non-sectarian, and shall take no part in, or lend its influence to, the election or appointment of any candidate for State, County or Town office.

**ARTICLE II – Membership**

Section 1. Categories of Memberships:

There shall be two membership categories as follows:

a. General Membership. A member in this category may be an individual or an entity (including profit, non-profit, and/or governmental). Such a member will be entitled to one mailing address and up to five individual e-mail addresses (for entity members). Whenever the Association distinguishes between members and guests, only one individual from entity members in this category may receive the “member rate” unless otherwise provided by the Board of Directors for a particular event. This category will have one vote per member.

b. Premium Membership. A member in this category will generally be an entity (including profit, non-profit, and/or governmental). Such a member will be entitled to mailings to multiple individuals (up to five), and up to five individual e-mail addresses. Whenever the Association distinguishes between members and guests,

up to five individuals from entity members in this category may receive the “member rate” unless otherwise provided by the Board of Directors for a particular event. This category will have one vote per member.

Section 2. Dues: Annual dues for each category of membership shall be determined by the board of directors. The fiscal year of the Association shall be from November 1st to October 31st, and dues are payable annually. Dues notices shall be sent to all members 60 days prior to the end of each fiscal year. Dues are payable in advance, prior to the start of the fiscal year. Each category of membership shall be entitled to one (1) vote on each matter of Association business.

A member must be present in order to vote unless authorized by the Board of Directors to vote by proxy.

Section 3. Delinquency: If a member fails to pay dues by the start of the fiscal year, this shall constitute a delinquency. The Treasurer shall duly notify, in writing, each delinquent member, and shall send out a request for payment of dues. If a member’s dues remains unpaid for an additional 30 days, this member shall automatically be suspended from active membership in the Association.

Section 4. Resignation: All resignations shall be tendered to the Association in writing. A resignation received after a payment of dues shall not relieve the member presenting such resignation from the liability for dues of the current year.

Section 5. New Members: Applications for prospective new members shall be submitted to the Board of Directors (or appointed membership committee, if any).

Section 6. Suspension or Expulsion: Any member who violates any of the bylaws of the Association or who is guilty of conduct prejudicial to the best interests of the Association, or conduct unbecoming a member, shall be subject to suspension or expulsion. Suspension or expulsion shall be by vote of two thirds of the Board of Directors, at a Board of Directors meeting. Provided, however, that a statement of charges shall be sent by registered mail to the member at his last recorded address at least fifteen (15) days before final action is to be taken by the Board on said charges, and provided further that the statement of charges shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to act upon said charges, and that the member shall be given an opportunity to answer said charges at the time and place specified in such notice.

Section 7. Membership shall be non-transferable unless otherwise approved by the Board of Directors.

### **ARTICLE III – Officers**

Section 1. The elected officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2. The duties of the President shall be:

- a. To be the official spokesperson for the Association and to represent the Association at community functions and events unless delegated to another officer or director.
- b. To preside at all meetings of the Association and meetings of the general membership.
- c. To appoint all committees unless otherwise stipulated in the By Laws, subject to the majority vote of the Board of Directors.
- d. To be an ex-officio member of all committees unless otherwise stipulated by the By Laws.
- e. To make him/herself available to aid in formulating plans of action and work distribution.
- f. Shall appoint two tellers to count ballots at the annual election, in accordance with Article VI, Section 4.

Section 3. The duties of the Vice President shall be:

- a. To act in the absence of the President.
- b. To assist the President in the performance of his/her duties.
- c. In the absence of the President and Vice President, an active director shall be chosen as temporary chairman of the meeting.

Section 4. Secretary: It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, notify the membership of Association meetings and events, and to maintain an accurate record of the proceedings of the Association. At the expiration of his/her term of office, the outgoing Secretary shall deliver to the newly elected Secretary, all books, papers and property of the Association.

Section 5. Treasurer: The Treasurer shall receive and record and disburse the funds of the Association. The Treasurer shall oversee all monies of the Association, keep and preserve the books and records of the Association, and shall make a full accounting at the end of the fiscal year. At the expiration of his/her term of office, the outgoing Treasurer shall deliver to the newly elected Treasurer all books, papers and property of the Association. The Treasurer shall also keep the Board of Directors informed of the status of membership dues, income, expenses, and other disbursements, and prepare the Associations books for audit, if determined necessary by the Board of Directors. A copy of the current Treasurer's Report shall be made available to any Association member, upon request.

Section 6. In the event the Association hires an administrative assistant, some of the Secretary's and Treasurer's duties may be delegated to the administrative assistant, subject to the approval of the Board of Directors. The paid Administrative Assistant may not be a member of the Board of Directors.**ARTICLE IV - Board of Directors**

Section 1. The Board of Directors shall be composed of ten Association members. The ten (10) members elected from the membership at to serve as Directors, shall each serve a two (2) year term. Five Directors shall be elected each fiscal year at the annual meeting in November. Each Director shall serve for a term of two years on an alternating basis. In the event that any Director is unable to complete his or her term for any reason, the vacancy or vacancies shall be filled by an appointment made by the President from the membership at large with the majority consent of the Board of Directors. All members of the Board of Directors must be members in good standing with the Association.

Section 2. It shall be the function of the Board of Directors to guide the Association in the pursuit of its goals as outlined in Article I, Sections 2 and 3. Directors shall serve as liaisons to committees formed by the Board of Directors.

Section 3. The Board of Directors shall meet monthly, and additionally as required, at such time and place as shall be determined by majority of the Board of Directors. Each director, including the President, shall be entitled to one vote. Four Directors will constitute a quorum. Whenever there is a quorum at a meeting, the Board may take action by a vote of the majority of those present.

Section 4. If a board member is absent from more than three Board of Directors meetings, within a fiscal year, the member may be removed from the Board, subject to the discretion and majority vote of the Board of Directors.

Section 5. At the discretion of the President, where not feasible to conduct a meeting in person, votes may be registered electronically.

#### **ARTICLE V- General Membership Meetings**

Section 1. General Membership meetings shall be held on dates and at and places designated by the Board of Directors.

Section 2. Special meetings may be called at the discretion of the Board of Directors or upon written request of 25% of the active members. All members are to be given at least two (2) weeks notice of such special meeting.

Section 3. Fifteen percent (15%) of active members shall constitute a quorum at a regular or special meeting.

Section 4. At all special meetings, only such business may be transacted, discussed and acted upon as that for which the special meeting was called.

Section 5. Only members of the Association shall be allowed to address the Association at a regular or special meeting. Non members may address the Association only by invitation or by the consent of the majority of the members present.

Section 6. The Annual Meeting shall be held on the first meeting date of the fiscal year at a time and place designated by the Board of Directors.

## **ARTICLE VI - Election and Installation of Officers and Directors**

Section 1. The election of Directors shall be held at a regular meeting of the Association in November of each year.

Section 2. A Nominating Committee shall be appointed each year by the President at a Board of Directors meeting. The Nominating Committee will select candidates to fill Director vacancies. The standing of each Nominee must be reviewed by the Board of Directors prior to placement of his/her name on the official ballot. Each Nominee must have their dues prepaid for the year, and be members in good standing with the Association. The Nominating Committee will present this slate of candidates to the membership at the September General Membership meeting.

Section 3. Nominations from the floor may be made by any active member at the September General Membership meeting.

Section 4. All votes for candidates shall be by secret ballot. Two (2) tellers shall be appointed by the President to monitor voting, collect ballots and tabulate votes. These tellers shall be members in good standing, and shall not be current board members, outgoing board members or candidates for the board. The presiding officer of the Association shall announce the winning candidates. All ballots and vote tabulations shall be placed in a sealed envelope by the tellers, and shall be kept by the Secretary and included in the official documents of the Association.

Section 5. All voting shall be by active members present at the meeting. No absentee votes will be allowed unless by proxy authorized by the Board of Directors. A simple majority of the votes cast will decide the elected Directors. In the event of a tie, a simple "toss of the coin" shall determine the winning candidate.

Section 6. Election and installation of officers shall take place immediately after the Annual Meeting in November upon a vote of all Directors present. Each officer shall be elected from the Board of Directors and shall serve a term of one fiscal year. If any vote results in a tie, each candidate for that particular office shall be given an opportunity to address the Board of Directors. Directly thereafter, a second vote shall be taken. If the second vote results in a tie, a simple "toss of the coin" shall determine the winning

candidate. In the event that any officer is unable to complete his/her term for any reason, the vacancy or vacancies shall be filled by consensus vote of the remaining members of the Board of Directors.

## **ARTICLE VII – Committees**

Section 1. Standing committees, as deemed necessary by the Board of Directors, should be chaired by an individual who will communicate to the board, through a liaison board member appointed by the President.

Section 2. Special committees shall be appointed and may be terminated by the President at his/her option, after discussion with the Board of Directors.

Section 3. A Personnel Committee shall be established to conduct hiring interviews, maintain job descriptions, conduct performance reviews and develop and suggest Association personnel policies and procedures.

## **ARTICLE VIII – Disbursements**

Section 1. No disbursements of the funds of the Association shall be made unless the same shall have been approved and ordered by the Board of Directors of the Association acting within such limitations as the Association may prescribe from time to time. All disbursements shall be made by check. Checks over \$2,500 shall be signed by the Treasurer and one other officer.

Section 2. No appropriations of money or other property of the Association shall be made for any purpose other than to pay the legitimate expenses, except by the majority vote of the members present at a meeting of the Board of Directors.

## **ARTICLE IX - Parliamentary Authority**

Section 1. The Rules of Robert's Rules of Order, Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the By Laws of the Special Rules of the Penfield Business Association.

## **ARTICLE X - Amendments and Changes of the By Laws**

Section 1. The By Laws may be amended by a majority vote of the Board of Directors, subject to veto by the general membership.

Section 2. Upon approval by the Board of Directors, changes in the By Laws must be presented to the general membership at least thirty (30) days in advance of a vote upon the changes; the vote to be by written ballot.

Section 3. The vote of a simple majority of all members at large against the proposed changes shall constitute a veto by the general membership of the amendment of the By Laws.