

The Meyersdale Area Merchants' Association  
P. O. Box 33  
Meyersdale, Pennsylvania

*REVISED AS OF APRIL 21, 2010*

## **ARTICLE I – NAME AND LOCATION**

The name of this organization shall be the Meyersdale Area Merchants' Association and the location of its principle office shall be Meyersdale, Somerset County, Pennsylvania.

## **ARTICLE II – OBJECTS AND PURPOSES**

**Section 1 - Mission Statement – the vision of the Meyersdale Area Merchants' Association (MAMA) is to promote and nurture an environment of goodwill and prosperity among businesses, citizens, and community organizations; MAMA will strive to foster, protect, and promote the commercial, industrial, civic, agricultural, tourism, and general interests of the Meyersdale area by providing progressive leadership and effective communication.**

### **Section 2 - Character**

The Meyersdale Area Merchants' Association shall be a non-profit association of voluntary members, and shall have no capital stock. No part of the net earnings shall ever benefit any member, private shareholder or individual. It shall be incorporated under the laws of the Commonwealth of Pennsylvania.

### **Section 3 - Limitation of Methods**

The Meyersdale Area Merchants' Association, in its activities, shall be non-partisan, non-sectional, and non-sectarian, and shall take no part in nor lend its influence or facilities either directly or indirectly to the nomination, election or appointment of any candidate for public office, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Meyersdale Area Merchants' Association.

## **ARTICLE III - MEMBERSHIP AND DUES**

### **Section 1 - Types of Members**

Members of the Meyersdale Area Merchants' Association shall be classified as active members.

## **Section 2 - Eligibility**

Any reputable firm, corporation, partnership, association, enterprise or individual in sympathy with the purpose of the Meyersdale Area Merchants' Association shall be eligible to apply for membership.

## **Section 3 - Method of Application**

Each applicant for membership shall make application in writing, stating corporate, firm or individual name and agreeing, if admitted, to conform to the bylaws and the rules and regulations adopted from time to time by the Board of Directors. Full payment of dues must accompany any membership application. Each applicant shall have the recommendation of at least one member of the Meyersdale Area Merchants' Association in good standing.

## **Section 4 - Election to Membership**

All membership applications shall be submitted as promptly as practicable to the Executive Committee, which shall then present them to the Board of Directors, with that committee's recommendations in regard thereto, and election to membership shall be within the power of the Board of Directors exclusively.

## **Section 5 - Membership Dues**

Minimum annual dues for membership shall be established by the Board of Directors and shall be paid annually in advance. The current dues schedule will be disclosed on all new membership applications. Any increase in membership dues shall be by a majority vote of the membership present at any officially called general meeting. At least a quorum of the Board of Directors must be present to approve a dues increase.

## **Section 6 - Representation - Right to Vote**

Any active member other than an individual (such as a firm, corporation, partnership, etc.) may designate one or more of its active officers or executives for service on committees or in other activities, subject to appointment of the President; and each such active member shall designate one of its active officers or executives to exercise for it the right of balloting on any questions at issue. All active members shall have equal voting privileges.

## **Section 7 - Membership**

Membership shall be conferred on and in the name of that firm, corporation, partnership, association, enterprise or individual accepted as a member as provided in this article.

### **Section 8 - Forfeiture of Membership**

Any member whose dues are unpaid for a period of three months after the date of maturity shall not be eligible to vote, and such membership may be forfeited by a majority vote of the Board of Directors at any duly called meeting; and if in arrears for six months after date of maturity, the membership shall immediately cease and the holder thereof deprived of all membership privileges without action by the Board of Directors, but forfeiture of membership shall not relieve the holder from any contractual obligations to the Association.

### **Section 9 - Reinstatement of Forfeited Membership**

Any membership forfeited for non-payment of dues and upon which six months dues or less are delinquent, shall be immediately reinstated upon payment of such dues and without action by the Board of Directors, if such payment is made within six months following date of forfeiture. After the expiration of six months following date of forfeiture, the membership may be reinstated by the payment of all arrearages up to the date of forfeiture, or without such payment if approved by the Board of Directors.

### **Section 10 - Membership on a Continuous Basis**

All membership shall be on a continuous basis from year to year without renewal and shall automatically continue in full force and effect until changed or cancelled by the member by filing written notice to the Meyersdale Area Merchants' Association, it being provided that any change in the amount of annual dues of any member shall be subject to the approval of the Board of Directors. Any member may resign at any time by submitting written notice of such resignation to the Association, accompanied by full payment of all membership dues or other obligation that is due at the date of such resignation.

## **ARTICLE IV-BOARD OF DIRECTORS**

### **Section 1- Personnel**

The personnel of the Board of Directors shall be as follows:

- (a) Directors shall be elected annually by the membership, as hereinafter provided, for three-year terms
- (b) Additional directors from the membership may be appointed by the President subject to the approval by the board of elective directors, for one-year terms
- (c) In addition to the Directors provided for in this section, the President, with the concurrence of the Board of Directors, is authorized to designate from time to time a representative of certain civic, educational, governmental,

or military groups as honorary members of the Board of Directors who shall have no voting rights nor shall they hold office by reason thereof.

- (d) Any duly elected officer shall automatically be a member of the Board of Directors during his/her term of office even though his/her tenure as a Director may otherwise expire on July 1 next following his/her election as an officer.
- (e) Ambassadors shall be selected by the Board of Directors for the purpose of attending and promoting all Association functions such as Ribbon Cutting Ceremonies, Business After Hours, Breakfast Meetings, etc. In addition to the officers and elected Board of Directors, the Ambassadors will help serve as the “Face of the Association” and will serve one-year terms.
- (f) At least 51% of the Board of Directors shall own a business in the Meyersdale area.

## **Section 2 – Authority**

The government of the Association, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board of Directors shall consist of (13) thirteen members. The Board may adopt such rules and regulations for conducting the business of the Association and for carrying on its work as may be consistent with these Bylaws, and shall authorize and define the powers and duties of all committees and other action groups. Decisions on issues properly brought before the Board of Directors will be decided by a vote of those Board members present. As long as a legal quorum is present at the Board meetings, a majority vote of those present will decide issues brought before the Board of Directors.

## **Section 3 - Meetings**

The Board shall meet at least once each month at such place, date, and hour as may be fixed by the Board, or by the President, if the Board fails to so provide. The Board shall make available to the membership (in writing if requested, or by electronic access, internet, Association website) an annual report of the work and finances of the Association.

## **Section 4 - Quorum at Board Meetings**

At least 51% of the Board of Directors shall be required for a quorum at any Board meeting.

## **Section 5 - Attendance at Board Meetings**

Absence from four consecutive meetings without an excuse deemed reasonable shall vacate the place of a Director on the Board, and his/her successor shall be chosen. An absence shall be deemed reasonable if the Association office is notified prior to the meeting and the President accepts the excuse as being reasonable.

## **Section 6 - Vacancies**

The Board of Directors shall have the power to fill all vacancies on the Board between the annual elections of Directors, and those appointed shall serve out the unexpired terms of the person they succeed.

## **Section 7 - Limitation of Tenure**

The normal length of the term of office for Directors elected by the membership shall be three years. It will be the responsibility of the sitting Board and officers to stagger the terms of the board members so there will be continuity and experience sitting on the Board. The President shall encourage a healthy rotation of members on the Board in order to foster an environment of fresh, new ideas, and to encourage participation by new members. Board members shall be eligible to be re-elected to the Board upon completion of their three-year term.

## **Section 8 - Election of Board**

- (a) Date of Election. Election of new directors shall be completed by the final quarterly meeting of each year.
- (b) Nominating Procedure

The President shall appoint a three member nominating committee (made up of Directors only), subject to approval of the Board. The Nominating Committee shall give due consideration to an equitable distribution of its nominees among the different types of businesses and professions represented in the membership of the Association. The Nominating Committee shall prepare a list of qualified nominees, after first determining whether the members nominated are willing and able to serve. This list shall be mailed (either by physical mail or electronic mail) to the voting membership with a statement that any five members in good standing may nominate any other member or members who are eligible by filing in the office of the President of the Association within one week from the date of such mailing a nomination statement for each candidate thus nominated, signed by the five or more joining in making the nomination, to which statement there shall be appended the signed statement of each candidate so nominated, stating, if elected, he or she is willing and able to serve as a Director.

(c) Ballots

The Board of Directors shall be elected by mailed ballots (sent either by physical or electronic mail) bearing names of all nominees submitted in accordance with provisions of Article IV, Section 8 (b) of these BYLAWS. One such ballot shall be mailed (physical or e-mail) to each voting member in good standing at least ten (10) days before the date required for return of the completed ballot.

(d) Voting

All voting shall be by official ballot. No proxy voting shall be allowed. Ballots on which votes are cast for more than the number of Directors to be elected shall not be considered.

(e) Election Canvassing Committee

The President shall appoint an Election Canvassing Committee of no fewer than three members whose names do not appear on the ballot. The committee shall canvass all ballots, which shall remain sealed until the committee meets. In the event of a tie vote, the committee shall cast lots to determine results. The committee shall prepare a listing of the names of the nominees to be presented to the President who shall declare the newly-elected Directors to take office on the following July 1.

## **ARTICLE V – OFFICERS**

### **Section 1- President**

The principle officer of the Association shall be the President, who shall preside at all the meetings of the Association and of the Board of Directors. He or she shall, subject to the approval of the Board, appoint all committees and other action groups except the Executive Committee and s/he shall be an ex-officio member of these committees. He or she shall preside at the annual meeting of the Association and at such other times s/he deems proper, he or she shall recommend or suggest to the membership and the Directors such actions as may tend to promote the prosperity of the community and increase the usefulness of the Association. He or she shall have general supervision of the business and affairs of the Association and shall assist in formulating and promoting the general program of the Association. He or she shall be a member, and the chairman, of the Executive Committee. He or she shall submit an annual report of the activities of the Association to the membership. The annual report shall contain only a basic overview of the accomplishments for the year.

He or she shall have authority to sign all contracts, notes or other obligations of the Association and to execute deeds, mortgages or deed of trust, when so authorized by the Board of Directors. The Vice-President or the Treasurer shall attest his or her signature on such documents.

### **Section 2 –First Vice President**

The First Vice-President shall act in the absence or disability of the President, and shall also perform such other duties as may be delegated to him or her by the Board of Directors and the President.

### **Section 3 - Second Vice President**

The Second Vice-President shall act in the absence or disability of the President and First Vice President, and shall also perform such other duties as may be delegated to him or her by the Board of Directors and the President.

### **Section 4 - Treasurer**

The Treasurer shall be the custodian of the funds of the Association, causing all such funds to be deposited in a depository bank. He or she shall require that all incoming funds be transmitted first to the office of the Association where the Secretary shall record or cause to be recorded, all payments of funds to the Association prior to depositing of such funds to the Association's credit in the regular depository. All checks or vouchers issued against the Association's account or accounts shall be signed by two designated signers (President, Treasurer, or Assistant Treasurer as designated by the Board of Directors and duly recorded at the bank where the Association's account is held). The Treasurer shall prepare financial reports, at least quarterly, monthly when possible, and present them to the Board of Directors. At the expiration of his or her term of office, the Treasurer shall deliver to the Board all books, papers, records, and property of the Association which may be in his or her possession.

**Section 5 – Assistant Treasurer** – The Assistant Treasurer shall act in the absence or disability of the Treasurer.

### **Section 6 –Secretary**

The Secretary shall be an elected member and shall perform such duties as may be prescribed or delegated by the Board of Directors. It shall be the duty of the Secretary to conduct the official correspondence, preserve all records, documents, files and communications, keep books of account, and maintain accurate records of the proceedings of meetings of the membership, the Board of Directors, divisions, committee task forces and other action groups. At the expiration of the term of office, the Secretary shall deliver to the Board all records, files and property of the Association, which may be in his or her charge.

## **ARTICLE VI—CONTINUANCE OF TERMS OF OFFICE**

All Directors and Officers of the Association shall continue to hold their offices until their successors are elected and qualified, unless otherwise provided.

## **ARTICLE VII –COMMITTEES AND OTHER ACTION GROUPS**

### **Section 1- Executive Committee**

The Executive Committee shall be composed of the President as Chairman, the Vice-President, 2nd Vice-President, Treasurer and the Secretary. The Executive Committee may meet at least once each month. It shall be the function of the Executive Committee to act, when considered necessary, in an executive capacity between meetings of the Board of Directors, upon matters requiring immediate attention and in cases where it seems impracticable to have a special meeting of the Board of Directors. The Board may, from time to time, delegate such other powers and functions to the Executive Committee, as the Board may deem advisable. The Executive Committee holds the responsibility of the Nominating Committee.

### **Section 2 - Auditing**

The Executive Committee of the Association each year shall be responsible for an annual audit being made of the financial records and books of account of the Association, either by the committee or by a special auditor or auditors appointed by the committee with the approval of the Board of Directors.

### **Section 3 - Committee Appointments and Tenure**

The President shall appoint all committees and other action groups as provided in Article V, Section 1. He or she shall appoint an appropriate number of committee members of standing committees to serve three-year terms so that continuity of knowledge of the work of those committees will be preserved. Other committee members may then be appointed by the President to serve for one-year terms.

### **Section 4 - Duties and Authority of Appointed Action Groups**

Each division, committee, task force or other action group appointed by the President shall, prior to the beginning of each year, submit a statement in writing to the Executive Committee detailing its recommended short-range and long-range goals and the estimated cost thereof. All appointed action groups shall report to the Board of Directors and all decisions shall be subject to the approval of the Board before becoming binding upon the Association, unless the Board shall have given plenary powers in advance. No appointed action group shall represent the Association in advocacy of, or in opposition to, any matter without

the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated to such a group by the Board. After the annual budget has been approved by the Board of Directors, all committees and other action groups must operate within the approved budget allocated to them.

No additional funds shall be spent by such groups without the prior approval of the Board of Directors. No committee or other action group shall attempt to raise additional project money without such Board approval. In seeking Board authority to spend additional funds or to raise additional funds, the committee or other action group will submit to the Executive Committee a written request explaining the need, the amount of money needed, and how the money is to be raised. The Executive Committee will, in turn, submit such a request to the Board of Directors with its recommendations. There will be no fund-raising projects for, or in the name of the Meyersdale Area Merchants' Association, without the approval of the Board of Directors.

### **Section 5 - Budget Committee**

The Budget Committee shall consist of the President, the Treasurer, and other personnel, if any, desired by the Treasurer. As soon as possible after the annual election of the President and officers, and prior to July 1, the Budget Committee shall compile a budget of estimated expenses and income for submission to the newly elected Executive Committee. This Executive Committee shall submit the budget it has approved to the new Board of Directors at its January meeting. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Association.

## **ARTICLE VIII – MEETINGS**

### **Section 1 - Annual Meeting**

The annual meeting of the Association shall be held as early as practicable after the close of the fiscal year.

### **Section 2 - Other Meetings**

The Board of Directors may provide for holding monthly, quarterly, or such other meetings of the Association membership as may be considered necessary or desirable. The date for any special meeting shall be not less than five (5) nor more than fifteen (15) days after the posting of a mailed notice.

**Section 3 - Notice**

Notice of annual meeting or any other membership meeting shall be mailed, posted in the The New Republic newspaper, or posted on the website at least fifteen days in advance of such a meeting.

**Section 4 – Quorum**

Ten percent (10%) of the membership in good standing shall constitute a quorum at any membership meeting of the Association.

**Section 5 – Limitation of Debate**

Each member shall be entitled to speak on any subject under consideration by the Association. At the discretion of the presiding officer, the time allowed for debate may be limited to no more than five (5) minutes.

**Section 6 - Parliamentary Procedure**

All questions on parliamentary procedure shall be decided according to Robert’s Rules of Order.

**ARTICLE IX – FISCAL YEAR**

The fiscal year of the Association shall extend from July 1 to June 30 inclusive.

**ARTICLE X – REFERENDA**

Upon request in writing of five (5) percent of the voting members in good standing the Board shall submit, or upon its own initiative may submit, a question to the members of the Association for a referendum vote by mail (physical or electronic), the ballot for such vote to be accompanied by a brief, stating both sides of the question.

**ARTICLE XI – DISBURSEMENT OF FUNDS**

All disbursements of the Association funds shall be made by check, except small expenditures from petty cash. No appropriations or expenditures of money shall be made or authorized except by the Executive Committee or the Board of Directors. No Director, Officer, or employee of the Association, without authority, shall contract any obligation or incur any debt on behalf of the Association. Nothing in this Article shall require direct action by the Executive Committee or the Board of Directors to permit disbursements for routine and legitimate expenses under a previously approved program of work and budget of the Association for the current year. No appropriation of money or other property of the Association shall be made for any purpose other than to defray the routine

or budget expenses, except by two-thirds vote of the Board of Directors or a two-thirds vote of the voting members present at a membership meeting of the Association.

#### **ARTICLE XII – SEAL**

The Meyersdale Area Merchants' Association may have a seal of such design as the Directors may adopt.

#### **ARTICLE XIII – BOND**

The Board of Directors shall name officers to be bonded and shall pay the bond.

#### **ARTICLE XIV – AMENDMENTS**

**Section 1** - These BYLAWS may be amended at any regular membership meeting by majority vote of the members present in good standing, or by majority vote of the members present at any special meeting called for this purpose, provided at least five (5) percent of the voting membership shall be present and voting provided that such proposed amendment shall be plainly stated in writing at their regular or called meeting before which they are to be considered, or by majority vote in a referendum for this purpose.

**Section 2** - Notice of meetings at which such amendments are to be considered must be given not less than ten (10) days prior to such a membership meeting.

**Section 3** - All proposed amendments to, or revisions of this instrument, should first receive the approval of the Board of Directors.