

## ByLaws of the Hereford Zone Business Association, Inc.

### Article I: Name

The name of the corporation shall be the Hereford Zone Business Association, Inc.

### Article II: Purpose

The mission of the Hereford Zone Business Association shall be to promote the services offered by member businesses for the benefit of the entire community and to promote the growth of member businesses through cooperative marketing, networking and education.

### Article III: Membership

- A. Membership is open to all interested businesses located in the Hereford Zone.
- B. No person or business shall be discriminated against because of race, color, religion, age, national origin, sex or creed or handicap.
- C. Memberships shall be issued for a one year period, renewable annually.
- D. Membership shall require yearly payment of non-refundable annual dues and completion of a membership form. Membership is effective upon payment of dues.

### Article IV:

- A. The Executive Committee shall recommend the amount of the yearly dues each November, effective January 1. Changes in the amount of Dues must be approved by a 2/3 vote of the members present at the November meeting.
- B. Non-payment of dues shall result in removal of the member business's name from the membership rolls and website roster.
- C. Dues shall be invoiced to each member annually.

### Article V: Meetings

- A. Membership meetings shall be held on the second Thursday of each month. In the event that the scheduled meeting date conflicts with a holiday an alternate meeting date may be chosen by the Executive Committee.

- B. The Executive Committee shall meet at least quarterly, and may meet more frequently at the discretion of the President.
- C. The annual meeting of the members shall be the November meeting.

#### Article VI: Voting

- A. Each member business shall have one vote.
- B. New members shall be eligible to vote and make motions at meetings of the members upon payment of dues.

#### Article VII: Officers

- A. The Corporation shall have a President, Vice-President, Vice-Pres. Membership, Secretary, Treasurer, and Member-at-Large.
- B. Officers must be members in good standing.
- C. Officers shall serve for a two-year term except for the Treasurer who shall serve at the discretion of the President.
- D. The elected Vice President shall automatically become President when the President's term expires however may opt out at their discretion. Should be Vice President so opt out a new President will be directly elected. The Vice President shall also become President if the President resigns or otherwise is unable to serve.
- E. Other Officers shall be elected at the annual Meeting, with installation occurring at the January meeting.
- F. If a vacancy occurs among the officers other than the President, a replacement shall be appointed by the Executive Committee to serve the remainder of the term.
- G. An officer may be removed:
  - 1. upon written petition by a member submitted to the Member-At-Large, clearly stating the grounds for removal and supporting rationale and signed by 10% of the membership;
  - 2. review of the petition by three non-involved members selected by the Member-At-Large who determine that the petition should be addressed and voted upon by the general membership; and
  - 3. which subsequently receives a 2/3 majority vote of all members at the next

regular meeting.

H. Duties of the Officers:

1. The President shall:
  - a. Preside at all meetings of the members and the Executive Committee.
  - b. Appoint and discharge committee chairmen as may be appropriate for the benefit of the Corporation from time to time and serve as ex-officio on all committees.
  - c. Be authorized to sign checks for the Association except those to them self which will be signed by the Treasurer.
  - d. Act as the spokesperson for the Association.
2. The Vice President shall:
  - a. Perform the duties of the President in the President's absence.
  - b. Chair any audit committee.
3. The Treasurer shall:
  - a. Collect and disburse the funds of the Association.
  - b. Present a financial report at each meeting of the Executive Committee and at the Annual Meeting.
  - c. Be authorized to sign checks of the Association.
  - d. Ensure that annual tax returns and other required reports are filed.
4. The Secretary shall:
  - a. Record the minutes of all official meetings.
  - b. Maintain the permanent records of the Association.
5. The Member-At-Large shall:
  - a. Accept suggestions and concerns from the members and report such to the Executive Committee.
  - b. Oversee the officer removal process should that be necessary as above.

Article VIII: Committees

- A. The Executive Committee shall consist of the Officers of the Corporation and shall jointly and collectively manage the affairs of the Corporation subject to the specific responsibilities outlined above.
- B. The Membership Committee shall be chaired by the Vice President Membership and shall pursue membership development and retention activities.

Article IX: Property

- A. It is not anticipated that the Corporation shall own any appreciable amount of real or physical property however such property as may be acquired shall be managed by the President with assistance of the Executive Committee.
- B. Should the Corporation be dissolved:
  - 1. Any real or other physical property shall be disposed of and the proceeds added to the funds of the Corporation.
  - 2. The funds of the Corporation, after satisfaction of any liabilities or other claims, shall be divided equally between the Hereford Food Bank, the North Cluster Food Bank, the Hereford Volunteer Fire Company and the Hereford Volunteer Ambulance Company.

#### Article X: Publication and Amendment of the ByLaws

- A. Every member of the Association shall be entitled to received a copy of these ByLaws in electronic format upon request.
- B. The ByLaws shall be reviewed annually by the Executive Committee. Changes shall be presented at the Annual Meeting and must be approved by the membership by a 2/3 vote of those members present and voting.