

## **Saltillo Main Street Association By-laws**

### **BY-LAWS**

#### **Of The Saltillo Main Street Association, a Mississippi nonprofit corporation**

### **ARTICLE 1**

#### **Name and Principal Office of Corporation**

*Section 1.* The name of this corporation shall be the Saltillo Main Street Association (hereinafter referred to as "The Association"). The principal offices shall be elected by a ballot vote of the main street advisory board members during the September standing meeting.

### **ARTICLE 2**

#### **Purpose**

*Section 1.* The purposes for which this association is organized are to stimulate the Saltillo community through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for Saltillo by promoting the city as an exciting place to live, shop and invest); design (improving the appearance of the city); and to receive, administer and distribute funds in connection with any activities related to the above purposes; provided, however, that the Program shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. No part of the net earnings of the Association shall inure to the benefit of any of its members or any other individual; and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

*Section 2.* It is the intent of the Association to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Association shall inure to the benefit of any of its members or any other individual; and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

*Section 3.* Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

### **ARTICLE 3**

#### **Program Area**

*Section 1.* The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

### **ARTICLE 4**

#### **Membership**

*Section 1.* The classes of members of the Association shall be as follows:

- a) Individuals/Couples
- b) Church/Civic Clubs
- c) Businesses with up to 4 employees
- d) Businesses with 5-100 employees
- e) Businesses with 101-200 employees
- f) Businesses with at least 201 employees

*Section 2.* The annual dues of the Association shall be \$50 per individual or couple, \$75 per church or civic club, \$100 for businesses with up to 4 employees, \$175 for businesses with 5-100 employees, \$350 for businesses with 101-200 employees, and \$500 for businesses with at least 201 employees.

*Section 3.* Any business, organization or individual interested in supporting the purposes of the Association may apply for membership via the Association website. All memberships shall have the same privileges, except as is hereinafter specifically provided.

*Section 4.* Any member may be expelled from membership by a vote in favor of expulsion by two-thirds of the Association Advisory Board where the regular business of the Association cannot be carried out, for any of the following reasons:

(a.) Non-payment of dues after ninety (90) days from the date due, unless otherwise extended for a good cause.

(b.) Conduct unbecoming of a member, which is conduct prejudicial to the aims, objectives, and purposes of the Association. Expulsion on these grounds shall occur only after the member has been provided written notice and an opportunity for a hearing within ten (10) business days in front of a quorum of the advisory board.

(c.) Any member shall resign their membership upon being requested by the Association Advisory Board.

Upon any expulsion or resignations, there shall be no refund of dues.

#### Section 5: Voting

Each Association member shall be entitled to cast one vote, but no firm, association, corporation, or partnership shall have more than five (5) total votes.

#### Section 6: Ex-Officio Members

The Immediate Past President of the Advisory Board, the Mayor of the City of Saltillo, Mississippi, Board of Alderman of the city of Saltillo, Mississippi, Members of the Board of Supervisors of Lee County, Mississippi, shall be Ex-Officio Members. The immediate past Association director shall be an Ex-Officio member if voted on and passed by the advisory board.

#### Section 7: Committee Volunteer

Any person, association, corporation, partnership or estate having interest in the Association will be asked on application for membership to volunteer as a committee member. The prospective member will be given written explanation of the four committees as part of their application.

### **ARTICLE 5**

#### **Membership Meetings**

*Section 1.* The annual meeting of the membership of the Association shall be held in the month of October, the time and place to be set by the Association Advisory Board. Notice of the meeting shall be mailed, emailed, or hand delivered to each member at least ten (30) days prior to said meeting. The program for the annual meeting shall include a report of the past year (to be given by the President, or their designee) and a prospectus of the future.

*Section 2.* General meetings of the membership may be called by a majority of the Association Advisory Board members present at a meeting of the Advisory Board.

Meetings may also be called upon petition in writing of any number of members equal to at least 10% of the members in good standing.

(b.) Special Association Advisory Board meetings may be called by the President upon written application of three (3) Association Advisory Board members. Notice (including the purpose of the meeting) shall be given at least one (1) day prior to said meeting.

(c.) The President, the Chairperson of the committee or the Association Director may call Committee meetings at any time

*Section 3.* Written notice of every meeting of the membership, stating the place, date, and hour of the meeting, shall be mailed, emailed, or hand delivered to each member not less than 10 or more than 45 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Postal Service with postage thereon prepaid, addressed to the members at their addresses as they appear on the Program's record of membership.

Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meeting, as the Association Advisory Board shall deem appropriate.

*Section 4.* Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

*Section 5.* At any duly called meeting of the membership, a number equal to ten percent (10%) of the members in good standing shall constitute a quorum; at an Advisory Board meeting, a majority of the total number of Association Board members shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

*Section 6.* Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Program when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

## **ARTICLE 6**

### **Advisory Board**

*Section 1.* The Association Advisory Board shall be composed of seven (7) but not more than fourteen (14) members. Four (4) members shall be elected annually to serve five (5) years, or until their successors are elected and have become qualified. Every third year, five (5) members will be elected. The number of Advisory Board members may be amended by a majority vote by the Association Advisory Board.

The government and policy-making responsibilities of the Association shall be vested in the

Association Advisory Board, which shall control its property, be responsible for its finances, and direct its affairs.

*Section 2. Selection and Election of Members Nominating Committee:*

The Nominating Committee will be made up of the Director, the President, Vice President, Secretary, and Treasurer. The Vice President shall serve as Chairperson of the Nominating Committee. Not later than thirty (30) days following the Nominating Committee meeting the Nominating Committee shall present the slate of nominees to the Association Advisory Board. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Association Advisory Board Member. Association Members may serve one (1), three (3) year term and one (1) year must elapse before eligibility is restored Instructions will be to vote for four (4) candidates only. The Director shall mail or email the ballots to all active members at least fifteen (15) days before the regular September Association Advisory Board meeting. The ballot shall be marked in accordance with instructions printed on the ballot and returned to the Association within ten (10) days. The Association Advisory Board shall at its regular September board meeting declare the four (4) candidates with the greatest number of votes elected.

*Section 3: Seating of New Members*

All newly elected Advisory Board members shall be seated at the regular October Saltillo Main Street Advisory Board meeting and shall be participating members thereafter. All newly elected Association Advisory Board members shall participate in an orientation program familiarizing them with the goals and objectives of the program with their responsibilities to be led by the Association Director.

*Section 4: Attendance*

A member of the Saltillo Main Street Advisory Board who shall be absent from three (3) consecutive regular meetings of the Saltillo Main Street Advisory Board shall be subject to be dropped from membership of the Advisory Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. The President of the Advisory Board will contact absent Saltillo Main Street Advisory Board members to determine future status on the Saltillo Main Street Advisory Board. The Executive Board shall fill vacancies on the Saltillo Main Street Advisory Board, or among the officers, by a majority vote.

*Section 5: Policy*

The Executive Board is responsible for formulating the by-laws of the Association. These bylaws shall be maintained, to be reviewed and revised as necessary.

*Section 6: Meetings*

The Association Advisory Board shall take place on the third Monday of each month at 6:00 PM. The President of the Advisory Board may call other such meetings, as he/she deems necessary. The site of the Advisory Board meetings may be at a location at the discretion of the President of the Board. Notice of all Advisory Board meetings shall designate the time and place of such meeting and shall be mailed, emailed, or hand delivered to each Saltillo Main Street Advisory Board member not less than five (5) days prior to each meeting day.

#### Section 8: Quorum

The presence of five (5) of the members of the Board shall be necessary to constitute a quorum.

#### Section 9: Digital Voting

The Association Advisory Board may hold votes via email or in the group me app. The votes can be open for no less than 4 hours giving all members a chance to vote or express concerns. All digital votes can only be passed by a majority vote.

### **ARTICLE 7**

#### **OFFICERS**

**Section 1: Determination of Officers** The officers of the Association Advisory Board shall consist of a Director, President, Vice President, Treasurer, Secretary and the immediate Past-President. Officers shall be elected by the Association Advisory Board Members at the September meeting of the Association Advisory Board. The newly elected officers shall take office at the October Association Advisory Board meeting.

**Section 2: Term of Office** With the exception of the Director, all the officers shall serve for a term of one year or until their successor assumes the duties of the office.

**Section 3: Qualifications** Officers must be members of the Association Advisory Board during the year in which they are to serve as officers.

#### Section 4: Duties of the officers

**A. President** The President of the Board shall serve as the head of the Association Advisory Board and shall preside at all meetings of the membership, Association Advisory Board, and the Executive Board. The President of the Board shall, with the advice and counsel of the Director, assign chairpersons to committees subject to the Association Advisory Board approval.

The presiding officer of the Association Advisory Board should make every effort to maintain an appearance of impartiality so that members on both sides of any issue can feel confident that they will receive fair treatment. If a motion requires a majority vote, it fails when there is a tie vote. To this end, the chair does not participate in debate on any issue unless he/she gives up the chair until the issue is disposed of (which should seldom be done). In addition the chair votes only when either:

- a. The vote is by ballot in which case the chair votes along with and at the same time as all other members, or
- b. The chair's vote will change the result of the vote

#### **B. Vice President**

The Vice President shall exercise the power and authority and perform the duties of the President in the absence of or disability of the President. The Vice President shall also serve as a chairperson of the Nominating Committee and such other committees as may

be designated by the President or the Board. Once elected, in the succeeding year, the Vice President shall advance to the office of President.

**C. Secretary**

The Secretary shall record and maintain in good order minutes of all meetings and all records and correspondence of the Association Advisory Board, and shall mail or email copies of the minutes of each meeting to all members within ten (10) days from the conclusion of each meeting. The Secretary shall insure that, during its meetings, the Association Advisory Board adheres to the Associations by-laws and any standing rules that have been adopted by the Association Advisory Board. The Secretary shall also have such other duties as may be assigned by the membership of the Association Advisory Board.

**D. Treasurer**

The Treasurer shall be responsible for the safeguarding of all funds received by the Association of their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Association Advisory Board. The Treasurer shall be prepared to give a monthly financial report to the Association Advisory Board at the monthly board meeting. The Treasurer shall be bonded through the Association Advisory Board, and the Association shall pay for any fees associated with becoming bonded.

**E. Immediate Past President.**

The Immediate Past President shall serve as an Ex-Officio member of the Association Advisory Board and shall act in an advisory capacity to the President and Association Advisory Board.

**F. Director.**

The Director shall be the chief administrative and executive officer. The Director shall manage the daily operations of Saltillo Main Street and shall be responsible for coordinating the implementation of the Association's policies and projects and such other duties as the Association Advisory Board may require. The Director shall be a non-voting member of the Association Advisory Board, the Executive Board, and all committees. The Director shall be responsible for preparing an agenda before regular monthly board meetings.

**ARTICLE 8**

**Committees**

**Section 1: Executive Committee**

There shall be an Executive Committee which shall transact the business of Saltillo Main Street in the interval between Association Advisory Board meetings and its actions shall be subject to the final approval of the Association Advisory Board. However, the Executive Committee shall not have the authority to approve expenditures over \$250.00

on behalf of the Association Advisory Board. The Executive Committee shall be composed of the following: Director, President, Vice President, Treasurer, Secretary, and Immediate Past President. The President will serve as Chairperson for the Executive Committee. Any three (3) officers shall constitute a quorum of the Executive Committee. A meeting of the Executive Committee may be called by any officer or the Association Director.

At the call of the President, the Executive Committee shall meet and prepare a recommended budget for the coming fiscal year and submit to the Association Advisory Board for approval. The Executive Committee shall review, at least annually, the performance of the Director.

#### Section 2: Standing Committees

The Association Advisory Board shall also have at least four (4) standing committees, which shall be entitled Promotion, Design, Economic Vitality, and Organization. These committees shall consist of not less than five members, and shall have as chairperson a member of the Association Advisory Board who shall be responsible for directing and coordinating the affairs of the committee, as well as reporting to the Advisory Board at the monthly meeting.

The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

Other committees may be named by the Association Advisory Board as deemed necessary by the Association Advisory Board. All board members are expected to serve on a committee under one of the four-points (Promotions, Organization, Design, and Economic Vitality). This will allow the Board member to understand the needs and issues of that committee and the Association as a whole. If time does not permit you to serve on a committee, you may be excused by a majority vote of your fellow board members. Members of the Executive Committee are excused from this obligation but are encouraged to serve if possible.

## **ARTICLE 9**

### **Officers**

#### Section 1: Funds

All money paid to the Association shall be placed in a general operating fund. Funds unused from current year's budget will be placed in a reserve account to be used at the discretion of the Association Advisory Board.

#### Section 2: Disbursements

Upon approval of the budget, the Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Association Advisory Board. Disbursements shall be by check and shall be signed by two



of the following; the Director, who shall be bonded by the Association, Treasurer, Secretary, or President. The Saltillo Main Street Director may make purchases outside of budgeted items, not to exceed \$100.00, without approval of the Association Advisory Board.

**Section 3: Profit and Loss Statements**

Following the completion of each event hosted by or in part by the Association the Chair of that committee shall present the Association Advisory Board with a profit and loss statement at the following stated board meeting. However if the next stated meeting is within 15 business days from the end of the event the profit and loss statement may be presented at the following meeting. This statement should include all funds approved by the membership that were spent to host each event, all expenses incurred to host each event, all sponsorships, donations or proceeds from each event.

**Section 4: Fiscal Year**

The Fiscal year of the Association Advisory Board shall close on September 30.

**Section 5: Budget** As soon as possible after the election of the new Advisory Board Members and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Advisory Board for approval.

**Section 6: Annual Audit**

The accounts for the Advisory Board shall be audited annually as of the close of business on September 30 by a Certified Public Accountant selected by the Executive Committee. The auditor’s report shall be presented to the Advisory Board and shall be available to all members of the organization for examination via the Association website.

**ARTICLE 10**

**Association Director**

*Section 1.* The Association Director shall manage the daily operations of the Association. The Association Director shall be responsible for coordinating the implementation of the Association's policies and projects and such other duties as the Association Advisory Board may require. The Association Director shall receive for his or her services such compensation as may be determined by the Association Advisory Board.

Adopted This \_\_\_\_\_ Day Of \_\_\_\_\_, 2021.

President: \_\_\_\_\_

Attested by Secretary: \_\_\_\_\_

