



**South Main Association
By-Laws
2010**

ARTICLE I

Name of Association

The name of the association shall be the South Main Association.

ARTICLE II

The Mission

The mission of the South Main Association is to inspire passionate involvement in building sustainable community growth.

ARTICLE III

Type of Corporation

This corporation shall be a 501(c)(3) not-for-profit corporation.

Voting Membership

All resident members are designated as voting members. A single membership is designated as 1 voting member. A family membership is designated as 1 voting member. The operator of a business/organization member representative is designated as 1 voting member. Membership dues must be current. Membership is not restricted to the South Main Association boundaries.

Boundaries

The boundaries are from the north side of Linden to the South side of Crump and from the east side of Third to the shoreline of the Mississippi River.

ARTICLE V

Officer and Board of Directors Policies

A. Officers: The officers of the Association shall be the President, Vice-President, Treasurer, Secretary, and immediate past-president. They constitute the Executive Committee. Officers must reside in the Board of Directors for at least one year prior to being nominated for the Executive Committee.

B. Board of Directors: The Board of Directors shall consist of the officers, a Resident Representative, a Business Representative, an Arts Representative and up to five Directors-at-Large. All Board members must have a physical resident or business address within the South Main Association boundaries.

C. Terms of Office: Member of the Board of Directors can serve for no more than three consecutive terms. The President may serve for 4 years, as the President will have to serve as immediate past President after his/her presidency term is over. The term of all offices shall be one year. If a Board member is elected as a replacement after the calendar year begins, the three-term limit will be inclusive of that year.

D. Elections: The Board will select a slate of members to be presented for election to the Association membership at the annual meeting in November, with additional nominees accepted from the floor. Election of Board members shall be by majority of those present at the meeting who are members in good standing. In the event a nominee does not receive a majority of the votes cast, a run-off shall be held between the nominees for that position, and the nominee receiving the highest number of votes will be elected. Board members will assume their duties at the beginning of the calendar year. Votes will be counted the night of the meeting and results announced at the conclusion of the count.

1) If the President moves out of the boundaries during the calendar year, the Vice-President will assume that office with no election required.

2) If any other Board member moves out of the boundaries, or their positions are otherwise vacated, or the position is not yet filled at the time of the November election, the Board will select a candidate to be presented for election at the next scheduled member meeting.

E. Duties:

1) The Board is responsible for establishing the goals, objectives and policies of the Association, and maintaining the financial accounts of the Association. All expenditures must be approved by the Board. Only the President, Vice President, or Treasurer is authorized to sign checks or approve credit card expenditures on behalf of the Association.

2) The President shall serve as the Chief Executive Officer of the Association and preside at all meetings of the Board and the membership. The President will schedule all meetings and votes of the board, inclusive of those that may be conducted electronically. The President will represent the Association in all public capacities and may appoint non-voting committee chairs and positions such as legal counsel or corporate representative.

3) The Vice-President shall serve in the absence of the President. The Vice-President will serve as president-elect and automatically becomes President the following year.

4) The Treasurer shall file all state and federal documents, make financial reports to the Board on a monthly basis or as determined by the Board, and use depositories as designated by the Board. The Treasurer shall prepare an annual budget. The annual budget must be approved by the voting members of the board.

5) The Secretary shall prepare the agenda for all Board meetings, record and distribute meeting minutes to all Board members, record votes at member meetings, file correspondence pertaining to the Association, and maintain or delegate the maintenance of Association databases to ensure that members are informed of all meetings and activities.

F. Board Policies:

- 1) **Board Meetings:** Hold meetings at least each quarter of the calendar year but the President or any three (3) Board members may call a meeting of the Board at any time with three (3) days via electronic notice.
- 2) All decisions of the board will be determined by majority vote.
- 3) A quorum for the Board will be half of the current board members plus 1. Proxies shall not be included in determining a quorum.

G. Removal of Directors: Any Board member may be removed from office, without assigning any cause, by the vote of a majority of the Board at any meeting of the Board.

Article VI

Meetings of the South Main Association: The annual meeting of the Association for election of officers shall be held in November of each year. The Association shall hold general membership meetings at least each quarter of the calendar year; members must be notified at least 6 days in advance if the membership meeting includes a Board member election in the by-laws.

ARTICLE VII

Membership Voting: The quorum for membership meeting voting will be 15 members in good standing. Members in good standing are those eligible to vote whose membership has been paid prior to the start of any meeting and members may vote by proxy designating in writing the person to so vote for them if the member cannot attend the meeting; said proxies shall be in hands of the President at least twenty-four (24) hours prior to the meeting to have any force and effect. Votes will be counted the night of the meeting and results announced at the conclusion of the count. Voting will not be conducted via email.

ARTICLE IX

Dues: The Board will set the annual dues of the Association. Dues are payable in full at the beginning of each calendar year. The Board may determine a date for which members are considered in good standing for the year following their dues payment.

ARTICLE X

Committees

- A. The Standing committees shall be appointed as needed by the President with the approval of the Board, to serve for a period of one (1) year.
- B. Ad Hoc Committee; The President may establish Ad Hoc Committees, with the advice and consent of the Board. An Ad Hoc Committee shall terminate not later than December 31 of the year in which it is established.
- C. Excluding the Executive Committee, standing committees shall hold meetings at least once each quarter of the calendar year but the chair or any three committee members may

call a meeting at any time with seven (6) days electronic notice.

D. The President shall appoint the chairs of the committees, with the advice and consent of the Board, who shall serve for a term of one (1) year and the chairs may or not be directors.

E. Committee Membership: Any member in good standing may be a member of any committee except for the Executive Committee.

F. Any committee, which is not chaired by a Board member, shall have a member of the Board to serve as Committee Liaison to the Board and the President shall appoint said liaison.

Article XI

Amendments: Amendments to the South Main Association By-Laws must be approved by the Board by majority vote and submitted for final approval to the members at a membership meeting, with approval from the majority of members-in-good-standing present, with a quorum of at least 15 members. Amendments to the bylaws must be submitted electronically to the membership no less than six days prior to the meeting at which the vote will be taken. Changes in the by-laws will be effective in January of the next calendar year after approval.