

South Main Association By-Laws

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.

THE VISION

The South Main Association will be the catalyst for sustainable community growth.

ARTICLE III

Type of corporation

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

Membership

Membership in the Association shall be restricted to three classes, which are:

1. Resident
2. Business operator
3. Not-for-profit organizations

The resident members shall be voting members; business operator members shall be voting members; and not-for-profit members shall be voting members.

Boundaries

The South Main Association boundaries are described as follows: Beginning at the centerlines of Danny Thomas and the north side of Beale Street; thence south along the centerline of Danny Thomas to the centerline of E.H. Crump Blvd; thence west and northwest along the centerline of E.H. Crump to the shoreline of the Mississippi River; thence northeast to the north side of Beale Street; thence southeast and east along the northern side of Beale to the centerline of Danny Thomas.

ARTICLE V

Officers and Board of Directors

A. Officers: The officers of the Association shall be the President, Vice-President, Treasurer, Secretary and immediate Past President (ex officio). They constitute the Executive Committee.

B. Board of Directors: The Board of Directors (hereinafter called "Board") shall consist of the officers, one residential member, one business member and one member from the arts community that is involved in the arts in the boundaries.

No person may serve as a member of the Board of Directors for more than two consecutive terms. The terms of office for the officers and the Board shall be one year. Officers and Board members who move out of the Association boundaries shall be deemed as to have vacated their offices.

- 1) If the President moves out of the boundaries, the Vice-President will assume that office.
- 2) If the Vice-President, Treasurer or Secretary moves out of the boundaries, or their positions are otherwise vacated, the Board will select a member in good standing to fulfill that office until the next election.
- 3) If a Board Member moves out of the boundaries, the Board will select a member in good standing to serve as the new Representative until the next year.

C. Elections: The officers and representatives shall be elected at the annual meeting of the Association. The election shall take place at the annual general meeting in November and the officers and directors will assume their offices at the beginning of the calendar year. The election of the Board and officers shall be by majority of those present at the annual general meeting who are members in good standing or are voting proxies. In the event a nominee for director or officer does not receive a majority of the votes cast, a run-off shall be held between the two nominees for that position and the nominee receiving the highest number of votes will be elected.

D. Duties:

- 1) The President shall serve as the Chief Executive Officer of the Association and will preside at all meetings of the Board and of the membership. The President will represent the Association in all public capacities; will appoint all committee chairs; and may appoint non-board positions such as sergeant-at-arms, legal counsel, public sector representative and parliamentarian. The President shall automatically become the Immediate Past President and shall serve the following year as an ex officio voting member of the Board.
- 2) The Vice-President shall serve in the absence of the President; coordinate committees; and serve as ex officio member of all committees. The Vice-President will serve as president-elect and automatically becomes President the following year.
- 3) The Treasurer shall prepare an annual budget, have custody of all funds and keep accounts; file all state and federal documents; make financial reports to the Board on a quarterly

basis or as determined by the Board; will be bonded; use depositories as designated by the Board; and will sign checks on a two-signature checking account in the name of the South Main Association

- 4) The Secretary shall keep the minutes of the Board and the Association meetings; record votes, keep attendance; give notice of meetings; file correspondence pertaining to the Association; and build and keep the Association databases.
- 5) The Immediate Past-President shall serve in the absence of the President and Vice-President and shall serve as an ex officio member of all standing committees.
- 6) The board of Directors' responsibilities shall be:
 - a. To establish the goals, objectives and policy of the Association.
 - b. In absence of any officer, to delegate duties of that officer except for that of President and Vice-President.
 - c. On recommendation of the President, to confirm standing committee chair and membership appointments and to choose successors to officers, Board or committee members whose positions are vacated by death, resignation, removal, an out of area move or any other reason.
 - d. 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 written notice.
 - e. Approve the annual budget for the calendar year January 1 to December 31.

E. 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

- A. Annual Meeting: The annual meeting of the Association shall be held in November of each year.

- B. General Meetings: The Association shall hold general membership meetings at least each quarter of the calendar year.

- C. Special Meetings: Special meetings of the Association may be called by majority of the Board at such time and place as the officers and Board may select and a special meeting may also be called by twenty-five (25) members of the Association who are in good standing but, in either event, notice must be given to the membership at least six (6) days but not more than fifteen (15) days prior to said meeting and no business shall be transacted at any special meeting except that which is included in the agenda with the notice.

ARTICLE VII

Quorum

A quorum for membership meetings will be fifteen (15) members in good standing and a quorum for the Board will be a simple majority of the officers and Board members. Proxies shall not be included in determining a quorum.

ARTICLE VIII

Voting

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.

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 or at any time during the calendar year and are valid for that calendar year. However, dues may be paid in advance. Assessments may be levied by first a majority vote of the Board.

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 (7) days written 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

The bylaws may be amended at any annual meeting or special meeting called for that purpose, by a majority of the qualified members present at such meeting. Amendments to the bylaws must be submitted in writing to the general membership no less than six (6) days prior to each meeting.