

FRYEBURG BUSINESS ASSOCIATION

Article I. - Name and Organization

- The name of the organization shall be the Fryeburg Business Association.
Fryeburg
Business Association may also be known as the FBA.

2. The Fryeburg Business Association is a member based non-profit 501c6 mutual benefit corporation organized, established and existing under the laws of the State of Maine, with a principal place of business in the state of Maine, Town of Fryeburg, and County of Oxford.

Article II. - Mission

The mission of the FBA shall be to promote and enhance a thriving business climate that contributes to the community and economic vitality of the Fryeburg area.

Article III. - Object and Purpose

In carrying out its mission, the object and purpose of FBA shall be to:

- Contribute to business vitality;
- 2. Encourage members to participate in community development;
- 3. Provide a forum for members to communicate on aspects of business;
- 4. Develop and encourage high standards of professionalism among association members;
- 5. Broaden public understanding and appreciation of Fryeburg businesses;
- 6. Cooperate with other organizations in the area which are aligned with the FBA mission; and
- 7. Undertake such functions, consistent with the mission, which advance the

interest of the members.

Article IV. - Membership

- Membership shall be available to any business owner, business officer, or Designated representative of a business with activities based in the Fryeburg area, or any individual who supports the mission of FBA.

- Membership may also include owners, officers or representatives of businesses that do

not have activities based in the Fryeburg area, but which nonetheless supports the mission of the FBA.

3. The membership year shall be the calendar year.

4. Annual membership dues shall be as prescribed by the Board of Directors. Dues are payable on or before December 31. **Invoices will be mailed out by November 30 of each year.** Those whose dues are not paid within thirty days thereafter shall be dropped automatically from membership. ~~The Treasurer shall notify members who become two months in arrears.~~

5. The FBA Board of Directors, consistent with the FBA mission, is the approving authority for all applications for membership.

Article V. - Board of Directors

1. Officers are elected at a regular meeting of the membership to be held in November **as needed** and they shall be seated the following January. Terms of Office shall be for **two years**. No individual shall hold the same office for more than three consecutive **terms**. Should a vacancy occur, the Board of Directors shall appoint a member to fill the vacancy.

2. The FBA Board of Directors exercises general control of the assets of the FBA, exercises control of the affairs of the FBA, and has the authority to act on behalf of the FBA in between regularly scheduled FBA meetings. The Board consists of the President, Vice-President, Treasurer, Secretary, and one Member-at-Large. The Board

of Directors' actions on behalf of the FBA require a majority vote of the board members present at a meeting.

3. Meetings of the FBA Board of Directors will be held as needed, and may be done by electronic means. A quorum of three Board members is required for conducting business. Special meetings of the FBA Board of Directors may be called by the President or a Board of Directors quorum at any time by giving at least two days' notice setting forth specific information on the business to be discussed at the special meeting.

- A Board of Directors member must be current with dues and maintain a seventy-five per cent attendance record. Any Board member may be removed from the Board, at any time, by the affirmative vote of two-thirds majority vote of the Board of Directors at a regularly scheduled Board of Directors meeting.

Article VI. - Officers

Nominations for officers will come from a nominating committee appointed by the President with nominations accepted from the floor just prior to voting.

The responsibilities and authorities of the Officers and the Member-at-Large shall be as follow:

1. PRESIDENT:

a. The President will serve as the principal of the FBA and preside over all meetings of the FBA as well as the Board of Directors and be responsible for establishing the agenda, and coordinating committee functions and reports.

b. The President will serve on all committees (ex-officio) and appoint all committees.

c. The President will represent the association to the public as requested by the Board of Directors.

2. VICE-PRESIDENT:

a. The Vice-President will assist and collaborate with the President in all

matters where it may be necessary and appropriate, including presiding at meetings in the President's absence.

3. TREASURER:

a. The Treasurer will be responsible for receipt and custody of all funds of the FBA in accounts held at local FDIC insured bank(s) and in the name of FBA.

b. The Treasurer will make an annual financial report to the membership and regular financial reports to the Board of Directors at periodic scheduled meetings.

4. SECRETARY:

a. The Secretary will keep written minutes of all meetings of the FBA and Board of Directors and notify all members of actions taken via correspondence soon thereafter.

b. The Secretary, together with the Member-at-Large, will also be expected to keep all the records of the FBA **and will oversee and arrange for filing** of any necessary reports with local, state or federal authorities.

5. MEMBER-AT-LARGE:

a. The Member-at-Large shall serve as a voting member of the Board of Directors.

b. The Member-at-Large shall assume those duties and tasks as assigned by the Board of Directors.

Article VII. - Meetings

- Meetings shall be presided over by the President and in the absence of the President in order by the following: Vice-President, then Treasurer. At least three officers of the BOD must be in attendance.

2. Meetings of the FBA membership shall occur at least **two (2)** times annually and at dates and times established by the Board of Directors. Written or printed notice stating the place, day and hour of the meeting, and its purposes, will be posted at least seven (7) days in advance of the meeting in appropriate media.

- A quorum shall be a majority of the voting members present, which may be in person or by proxy, with a simple majority needed to carry a vote. One vote per business membership allowed.
- Meetings are generally conducted by mutual respect. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the FBA in any cases of which the Board of Directors deems applicable and in which are not inconsistent with these bylaws and any special rules of order the FBA may adopt.

Article VIII. - Committees

The Board of Directors may, as needed, establish such committees, Standing or Ad Hoc, as the Board determines is appropriate to carry out the mission of FBA.

Article IX. – Fiscal Year

The Fiscal Year of the FBA will be calendar year.

Article X. – Amendments

These By-laws may be amended at any meeting, general or special, of the membership, by a two-thirds vote, provide notice of such amendment has been provided at least seven days prior to said meeting.

Adopted: January 12, 2010
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