

**Amended & Restated Bylaws of the**  
**Murphys Business Association**

The Murphys Business Association is comprised of retail, service, professional, lodging, dining, and other businesses of the greater Murphys area.

**ARTICLE I**  
**NAME**

The name of this organization is the Murphys Business Association, hereinafter referred to as the MBA or the Association.

**ARTICLE II**  
**PURPOSE**

The purpose of the MBA is to increase awareness of the greater Murphys area businesses, attractions, and special events, to promote a healthy business climate, and to encourage high ethics and professional standards. The MBA is a 501(c)6 professional association within the meaning of the Section 23701(E) of the California Revenue and Taxation Code. The MBA takes no positions on political issues or candidates.

**ARTICLE III**  
**FUNDRAISING**

**Section 1.** The MBA may raise funds on its own behalf in order to further the goals of the organization.

**Section 2.** Proceeds from MBA sponsored events, including Murphys Irish Day, shall be deposited into the MBA General Account. The proceeds shall be used for the various needs of the MBA.

**ARTICLE IV**  
**MEMBERSHIP AND DUES**

**Section 1.** Eligible members shall included the following:

(A) Business Members:

Any business in the greater Murphys area which possesses a valid and current business license from Calaveras County. Business Members are voting members.

(B) Associate Members:

Any individual, organization, city or county group sympathetic to the principles of the MBA. Associate Members are voting members.

**Section 2. Dues**

(A) Membership dues are set by a resolution of the general membership and require a majority vote of the members attending the general meeting at which a vote is taken.

(B) New member dues shall be paid at the time of joining. Renewing member dues shall be paid no later than sixty days from the beginning of the fiscal year. Failure to pay will result in lapse of membership.

(C) Dues may be waived for local non-profit organizations providing a reciprocal membership.

**ARTICLE V**

**Section 1.** The Board of Directors shall be the governing body of the MBA. The Board shall consist of the four officers (President, Vice President, Secretary and Treasurer), the Board may also include the immediate Past President and others as may be appointed by the Board. The four officers shall be referred to as the Executive Committee.

**Section 2.** Duties of the elected officers are as follows:

(A) President

- 1) Serves as spokesperson for the MBA
- 2) Chairs general meetings and Board meetings
- 3) Prepares agendas for meetings
- 4) Assumes all public relations responsibilities
- 5) Delegates responsibilities as necessary

(B) Vice President

- 1) Acts in place of President in his/her absence
- 2) Works in conjunction with the President on ongoing projects
- 3) Maintains master By-Laws file
- 4) Maintains inventory of MBA assets (decorations, flags, brochures, etc.)
- 5) Delegates responsibilities as necessary.

(C) Recording Secretary

- 1) Records and distributes minutes of all general membership meetings
- 2) Keeps completed membership applications on file
- 3) Delegates responsibilities as necessary.

(D) Treasurer

- 1) Chairs the Budget Committee
- 2) Deposits dues and other revenue
- 3) Prepares monthly financial statements
- 4) Maintains financial accounts as needed
- 5) Processes check requests and prepares checks for signatures
- 6) Prepares and sends invoices to membership prior to new fiscal year
- 7) Maintains inventory list of all saleable merchandise
- 8) Delegates responsibilities as necessary.
- 9) Prepares, or causes to be prepared, all IRS and State required filings and returns.

**Section 3.** The Board, by simple majority vote, may appoint a replacement for any Executive Committee or Board Member who is unable to fulfill their obligations for the remainder of the vacated term.

**Section 4.** All questions of parliamentary procedure shall be settled in accordance with the current edition of Roberts Rules of Order. ‘The President shall have the option of appointing or re-appointing a member as Parliamentarian.

## **ARTICLE VI ELECTIONS AND VOTING**

**Section 1.** Election of officers shall be held at the June general membership meeting. Terms of the officers shall be for one (1) year, however, consecutive terms may be served by any officer.

**Section 2.** The President, Vice President, Secretary and Treasurer shall be elected by a simple majority of association member votes. At the President’s sole discretion, and to prevent voting controversy, a secret ballot may be used. If the slate of nominees provided by the Nominating Committee remains as presented and no member requests addition to the slate on the day of the vote, the President shall conduct the vote by a show of hands.

**Section 3.** Only one (1) representative of each Business Membership shall be allowed to vote.

## **ARTICLE VII MEETINGS**

**Section 1.** Regular general membership meetings shall be held as set by the general membership. A quorum must be present in order to conduct business and shall consist of at least ten (10) members.

**Section 2.** The Board of Directors shall meet prior to each general membership meeting. A special Board of Directors meeting may be called at anytime and place by the President, or by any two (2) Board members so requesting.

**Section 3.** Any member of the Executive Committee absent from three (3) or more consecutive Board meetings without a reasonable excuse may be removed from office by a majority vote of the Board's remaining members. The Board shall appoint a replacement before the next regular Board meeting.

## **ARTICLE VIII BUSINESS MANAGEMENT / FISCAL YEAR**

**Section 1 – Banking:** All funds of the Association shall be deposited in a financial institution designated by the Board of Directors. The Treasurer and Board President, at a minimum, shall be signatories to the account. The Board of Directors may, at their sole discretion, name other signatories.

**Section 2 – Fiscal Year:** The fiscal year shall be from July 1 to June 30 of each year.

**Section 3 – Payment of Obligations:** Each check written on the account of the Association shall be signed by the Treasurer or, in the event the Treasurer is not available, the President of the Association. The Treasurer or Board President, in the Treasurer's absence shall have the authority to pay, on behalf of the Association, any and all expenses and invoices identified in the annual operating budget, or previously approved by the Board of Directors, by check, credit card, electronic payment or other Board approved mechanism.

**Section 4 - Expenses** over and above those already budgeted must be submitted to the Board of Directors for review and approval by the membership prior to payment.

## **ARTICLE IX COMMITTEES**

**Section 1.** Each committee shall consist of a chair and co-chair and as many other members and volunteers as are needed. Each committee chair will submit a proposed budget for the fiscal year by May 1 for integration into the general budget. The committee chair must approve all funds spent by their respective committee and a comprehensive report shall be submitted to Board each month. Standing Committee chairs may sit as a regular member of the Board of Directors. All committees must include at least one member of the Board of Directors.

**Section 2. Finance Committee (Standing):** The purpose of the Finance Committee is to develop the annual budget and review and endorse or modify any committee budgets submitted to the Board for review, approval and incorporation into the annual operating budget. The Treasurer shall be a member of the Finance Committee. The balance of the Committee may consist of members of the Executive Committee and Board of Directors or may be a committee appointed by Board of Directors from the membership. The Committee shall submit an annual budget to the Board of Directors prior to May 15th for recommendation to and approval by the membership at the June meeting.

**Section 3. Nominating Committee (Special Events):** Chaired by the President, this committee shall consist of the President and two (2) other business member in good standing. The President shall solicit interested Business Members for the Executive positions and Committee Chairs from the general membership not less than two (2) months prior to the scheduled June general membership meeting. The Nominating Committee shall meet in May and present its list of nominees at the scheduled June general meeting for a vote by the membership. Interested Business Members may volunteer to be considered for a position up to, and including, the day of the scheduled June general membership meeting and subsequent vote. The new officers shall preside over the scheduled July board meeting. Installation of the newly elected officers shall be at the scheduled July meeting.

**Section 4 - Other Committees** including those for Irish Day, Open House, Day of the Dead, Renewal and Releaf and other special functions may be appointed by the Board of Directors at any time.

**ARTICLE XI  
CONTRACTS AND AGREEMENTS**

The Executive Committee may enter into contracts and agreements to further the MBA's goals and purposes. Contracts and agreements shall require approval of at least three (3) members of the Executive Committee and approval of the general membership.

**ARTICLE XII  
INDEMNIFICATION**

Except as may be otherwise provided under provisions of law, the Board of Directors may purchase and maintain insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE XIII  
AMENDMENTS**

**Section 1.** Bylaw changes must be brought to the Board for review and recommendation to the general membership.

Bylaws may be amended by a majority vote of the general membership in attendance at any regular meeting or any special meeting called for that purpose, provided that such amendment(s) shall be plainly stated in writing and submitted to the general membership one (1) meeting prior to any vote by the general membership on such proposed amendment(s).

**Section 2.** Notice of meetings at which amendments are to be initially considered and discussed must be given at least two (2) weeks prior to the meeting.

**ARTICLE XIII  
DISSOLUTION**

In the event of dissolution, the assets of the MBA shall be distributed to other non-profit organizations as defined by the Internal Revenue Code at the discretion of a majority of the general membership.

**ARTICLE XIV  
ADOPTION OF AMENDMENTS**

"I, \_\_\_\_\_, the Vice President (acting in the absence of a secretary) of the corporation, certify that the foregoing instrument was duly adopted by the membership as the Amended and Restated Bylaws of the Murphys Business Association on \_\_\_\_\_

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Secretary

Date

Rev. May 1, 2014