

BYLAWS OF THE EATONVILLE BUSINESS ASSOCIATION (EBA)

ARTICLE I — Name, Purpose, and Mission

1.1 Name.

The name of the organization shall be the Eatonville Business Association (“EBA”). EBA shall be a nonprofit organization incorporated under the laws of the State of Washington

1.2 Purpose and Mission.

The EBA is an alliance of business, industry, and civic entities created to be a leadership resource that promotes and supports business through networking and education.

The mission of the EBA is to unite businesses, industries, and civic organizations into a common voice to promote commerce in the Town of Eatonville. EBA will establish open lines of contact and communication on behalf of our members with municipalities, federal, state, and local representatives, government, and other stakeholders in the Town of Eatonville and its surrounding area.

ARTICLE II — Membership

2.1 Eligibility for Membership.

Application for voting membership shall be open to any business, industry, or civic organization who have significant interest in the commercial success of the Town of Eatonville. Any entity so qualified shall be granted membership after completion and receipt of a membership application, a majority vote of the Board in favor of membership, and the payment of membership fees and dues as established by the Board consistent with section 2.2.

2.2 Fees and Dues.

The Executive Board shall determine, by majority vote, the amount of any initiation fee, if any, to be paid by any party wishing to become a member of EBA. The Board shall also determine the amount of the annual dues to be paid by members on an annual basis. Continued membership, including the right to vote on any issue before the membership, is contingent upon being current on membership dues.

2.3 Rights of Members.

Each member shall be eligible to appoint one voting representative to cast that member’s vote in Association elections.

2.4 Resignation and Termination.

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership for any reason.

2.5 Associate Membership.

The Executive Board shall have the authority to establish and define non-voting categories of membership, including the rights of those members and any fees or dues.

2.6 Approval of Member.

The approval of any new voting or associate member shall be by a simple majority vote of the Executive Board. Each Officer shall exercise his/her own discretion and judgment with respect to whether an applicant possesses the appropriate qualifications to become a member.

ARTICLE III — Meetings of Members

3.1 Annual Meeting.

An annual meeting of the members shall take place on a specific date, time, and location designated by the Executive Board. At the annual meeting, the members shall elect officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year. The annual meeting may be held concurrent with any regular meeting.

3.2 Regular Meetings.

Regular meetings of the members shall be held monthly during the calendar year, at a time and place designated by the Executive Board. Additional regular meetings may be scheduled as needed.

3.3 Special Meetings.

Special meetings may be called by the President or the Executive Board. A petition signed by fifty-one percent of the active voting members may also call a special meeting.

3.4 Notice of Meetings.

Notice of each meeting shall be given to each voting member by electronic mail not less than two weeks prior to the meeting.

3.5 Quorum.

A minimum of twenty-five percent of members present at any properly announced meeting shall constitute a quorum.

3.6 Voting.

All issues to be voted on, unless otherwise noted, shall be decided by a simple majority vote of the voting members. Each voting member shall have one vote, which may be exercised in favor of or against any matter or issue which comes before the Association for consideration. Each voting member shall have the right to cast its vote, either in person or through its duly authorized representative at any meeting properly called to order for which the matter at issue is to be decided.

3.7 Conduct of Meeting.

All meetings shall be conducted in a manner consistent with these bylaws and Robert's Rules of Order.

ARTICLE IV — EXECUTIVE BOARD OF OFFICERS

4.1 Executive Board.

The Executive Board is responsible for the overall policy and direction of the Association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall consist of five Officers, but may be expanded, upon a majority vote of the then active members. At no time shall the number of Officers exceed nine, and in no event, other than the death of an Officer, shall the number of Officers be less than five. The Executive Board receives no compensation.

4.2 Terms.

All Executive Board Officers shall serve two-year terms, to be served on a staggered basis so that approximately one-half of the Executive Board Officers shall be elected on a yearly basis. During the initial election of the Executive Board of Officers, to set staggered elections, a number of Officers equal to a simple majority of the Officers to be elected shall be elected to serve an initial term of one (1) year and the remaining Officers to be elected shall serve for a two (2) year term. Thereafter, each Officer shall serve two (2) year terms, until the election and qualification of their successors.

4.3 Meetings and Notice.

The Executive Board shall meet at least monthly, at an agreed-upon time and place. An official Executive Board meeting requires that each Board member has written notice at least two weeks in advance. The rules contained in the most current edition of Robert's Rules of Order shall govern all Association meetings where they are not in conflict with the bylaws, rules of order, or other rules of the Association as adopted herein.

4.4 Executive Board Elections.

New Officers and current Officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Officers will be elected by a simple majority vote of the voting members.

4.5 Election Procedures.

Any active voting member can nominate a candidate to the slate of nominees. All active voting members will be eligible to send one representative to vote for any Officer's seat available and open that year.

4.6 Quorum.

At least fifty percent of the Executive Board shall be required at an Executive Board meeting for a quorum to exist for business transactions to take place and motions to pass.

4.7 Officers and Duties.

There shall be five Officers of the Executive Board, consisting of a President, Vice-President, Secretary, Treasurer, and Event Coordinator. The term for each of the four Officers of the Board shall be two years which shall coincide with the fiscal year. The initial Officers of the Executive Board shall be elected by a simple majority vote of a quorum of the Executive Board at the first meeting of the Association. Thereafter, any vacancy in a position of an Executive Officer of the Board, whether for an expired term, unexpired term, or any other reason, shall be filled as soon as possible by a simple majority vote of a quorum of the at any general membership meeting of the EBA for which a quorum is found to exist.

The duties of the Officers are as follows:

The President shall convene regularly scheduled Executive Board meetings, shall preside, or arrange for other members of the Executive Board to preside at each meeting in the following order: Vice-President, Secretary, Treasurer, and Event Coordinator. The President shall serve for a two-year term that shall run contemporaneously to the fiscal year(s) of the Association. The President shall serve a two-year term and shall be elected by a simple majority vote of a quorum of the general membership in odd numbered years. Should there be a vacancy in the position of President for which the Vice-President is unable or unwilling to assume the position of President, then and in that event,

the position of President shall be filled by the election by the Executive Board, by a simple majority vote of a quorum of the Executive Board. No individual shall serve as President for a term greater in length than two consecutive terms. The President shall be issued a debit card for association use only.

The Vice-President shall chair committees on special subjects as designated by the Executive Board. The Vice-President shall assist the President as needed. The Vice-President shall serve for two years and shall be elected by a simple majority vote of a quorum of the general membership in even numbered years.

The Secretary shall be responsible for keeping records of Executive Board actions, including overseeing the taking of minutes at all Executive Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Executive Board member, and assuring that corporate records are maintained. The secretary shall serve a two-year term and shall be elected by a simple majority vote of a quorum of the general membership in odd numbered years.

The Treasurer shall make a report at each Executive Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The treasurer shall follow generally accepted accounting principles in the handling of the financial records for the organization. The Treasurer shall have the authority to maintain and handle the accounts and funds of the Association and shall be authorized to keep those funds in any appropriate account as may be authorized by the Executive Board. The Treasurer shall be issued a debit card for association use only.

Any expenditure of EBA funds shall require the approval and signature of the Treasurer and at least one other member of the Board. The Treasurer shall serve a two-year term and shall be elected by a simple majority vote of a quorum of the Executive Board in even numbered years.

The Event Coordinator shall chair committees designated as EBA sanctioned events by the Executive Board. The Event Coordinator shall serve for two years and shall be elected by a simple majority vote of a quorum of the general membership in odd years.

4.8 Vacancies.

When a vacancy on the Executive Board exists mid-term, the Secretary must receive nominations for new Executive Board members from present Officers two weeks in advance of an Executive Board meeting. These nominations shall be sent out to Executive Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the vacating Board member's term.

4.9 Resignation, termination, and absences.

Resignation from the board of directors must be in writing and received by the Secretary. An executive board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for any other reason by a three-fifths vote of the remaining officers.

4.10 Special meetings.

Special meetings of the Executive Board shall be called upon the request of the President or three-fifths of the Executive Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

4.11 Indemnification.

The Association shall hold harmless and indemnify the Executive Board for all actions undertaken by them in the reasonable exercise of their powers on behalf of the Association and its goals.

ARTICLE V — COMMITTEES

5.1 Committee Formation.

The Executive Board may create committees as needed to advance the mission and purpose of the Association, such as fundraising, public relations, membership, etc. The President appoints all committee chairs.

5.2 Finance Committee.

The Treasurer is the chair of the Finance Committee, which shall include no less than three other regular members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with the Executive Board members consistent with the goals as set by Board and with generally accepted accounting principles. The general membership must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Finance Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The annual reports and the finances of the organization shall be submitted for an independent third-party audit/review annually. The financial records of the organization are public information and shall be made available to the membership, Executive Board members, and the public.

ARTICLE VI — AMENDMENTS

7.1 Amendments. These bylaws may be amended by a majority vote of the general membership. Proposed amendments must be submitted to the Secretary to be sent out with regular membership meeting announcements.

CERTIFICATION These bylaws were approved at a meeting of the Executive Board by a unanimous vote on _____, 2022.

Christi Kay McIntyre – President

Rebecca Crocker – Vice-President

- Secretary

Nathan Smith – Treasurer

Karen Woodcock – Event Coordinator