



Bylaws of the Mount Washington Small Business Association, Inc. (MWSBA)

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Article 1—Name and Purpose

Section 1. The organization's name shall be “Mount Washington Small Business Association” (hereafter referred to as MWSBA).

Section 2. The Mount Washington Small Business Association aims to bring together members and provide them with relevant information and networking opportunities to help them build successful businesses and contribute to a thriving community.

Article 2—Membership

Section 1. All authority for the operations of MWSBA resides in its membership except as otherwise provided in the Bylaws or the Policy and Procedure Manual.

Section 2. Neither the Board of Directors, nor the Officers of MWSBA, nor committees, policy group, task force, or member acting individually or in concert shall exercise any authority or power unless it is delegated to such body according to the Articles of Incorporation; these Bylaws or by resolution duly passed by its membership.

Section 3. Any power or authority delegated by the membership may be rescinded or revoked at a regular or special meeting by a motion carried out by the majority of the members present and voting.

Section 4. The membership of MWSBA shall consist of Small Businesses that conduct business with a primary location in the City of Mt. Washington, they must also possess a business permit from the City of Mt. Washington.

Section 5. The membership in MWSBA shall be Small Business Owners who are engaged in business in Mount Washington, Kentucky as the principal, partner, corporate officer, or branch office manager acting on behalf of the firm’s principal who meets the qualifications established by the association.

Section 6. Any membership in MWSBA shall terminate when the qualifications for membership are no longer being met. No member shall be terminated without notification.

Section 7. Without regard to whether a member of MWSBA qualifies for membership, the Board of Directors may suspend a member’s privileges or expel any member that it determines has acted in a manner contrary to the best interests of MWSBA or its mission. Such suspension or expulsion shall occur only after at least 10 (ten) days notice to such member and only upon a vote by two-thirds (2/3 of the Directors present and voting at a special or regular meeting of the Board of Directors.

Section 8. If a member resigns from the Board or Association of which he is a member or otherwise causes membership to terminate with an ethics complaint pending before the Board of Directors. The member may resign and later reapply for membership upon the applicant’s certification that he will submit to the ethics proceeding and abide by the decision of the hearing panel.

Article 3 - Finances

Section 1. The Board of Directors is hereby granted the authority and power and vested with the responsibility of establishing, on an annual basis, the dues and, if deemed necessary by the Board of Directors, assessments to be paid by members in Article 2 Section 5. All matters relating to the imposition and collection of membership dues and assessments of any kind shall be determined by the

Board of Directors and set forth in the MWSBA Policies and Procedures Manual. During its last regular meeting in each calendar year, the Board of Directors shall review the MWSBA Policies and Procedures Manual related to dues and assessments and amend such policy as necessary.

Article 4 - Officers

Section 1. The officers of MWSBA shall be comprised of the President, Vice-President, Treasurer, and Secretary.

Section 2. Qualifications for officers are as follows:

A) An owner of a business that serves the City of Mount Washington.

B) To qualify as a Board of Director service under this Section, a Board of Directors must attend a majority of the Board of Directors meetings in any given calendar year of service.

Section 3. The Officers shall be voting members of the Board of Directors by virtue of their office, and their terms in office shall be:

A) The President's term of office will be for two (2) years or until their successor is elected.

B) The Vice-President's term will be for two (2) years or until their successor is elected.

C) The secretary's term will be for two (2) years or until their successor is elected

D) Treasurer's term will be for two (2) years or until their successor is elected.

Section 4. The President shall serve as the Chairman and Presiding Officer of the membership and Board of Directors meeting. The President votes on ballot votes and may vote on a roll-call vote to break a tie.

Section 5. The offices of President, Vice-President, Treasurer, and Secretary shall be filled by election by the Membership at its meeting during the annual meeting. The President, Vice-President, the Treasurer, and the Secretary who are elected pursuant to Article 4, Section 3 shall take office beginning January 1 of the year following their election. The terms of the office of the Vice-President shall expire upon their succession to the office of President.

Section 6. The Officers shall take office beginning January 1 of the year following their respective term of office as President, Vice-President unless he succeeds to office pursuant to Section 7(A) and (B) of this Article 4. The term of office of a President who succeeds to office pursuant to this Article 4, Section 5 shall expire on the 31st day of December of the year in which they succeed to office.

Nominations for officers will be accepted during the month of October. Voting for office will take place at the November meeting. Announcement of new officers will be at the December meeting of each calendar year.

Section 7. Any vacancy in the office of President and/or Treasurer shall be filled as follows:

A) If there is a vacancy in the office of the President, the Vice-President shall immediately succeed to the office of the President. In the subsequent year, he/she shall continue to serve as President.

B) If there is a vacancy in the office of the Treasurer, the Board of Directors will meet to appoint a successor till the next election.

Section 8. Any Vacancy in the office of Vice-President shall be filled as follows:

A) If a vacancy occurs in the office of Vice-President subsequent to the annual elections, the successor Vice-President elect shall immediately assume the office for the balance of the term and shall continue to serve as Vice-President in the subsequent calendar year.

B) If a vacancy occurs in the office of Vice-President prior to the annual elections, the office shall be filled by the members at its next regular or special meeting for the balance of the term and for the subsequent calendar year. The Board of Directors will act as the nominating committee to put forth candidates for consideration to fill this vacancy.

Section 9. Subject to the requirements of due process and with the advice of legal counsel, any officer may be removed by a vote of two-thirds (2/3) of the Board of Directors present and voting at a Special called or Regular Meetings of the Board of Directors when in the judgment of the Board of Directors such officer is guilty of nonfeasance, misfeasance or malfeasance. (Malfeasance is when someone intentionally, on purpose, does something illegal or wrong. Misfeasance is the total opposite; it is when someone does something legal but in the wrong way. Nonfeasance is the failure to do something that should have been done, resulting in harm or damage.)

Section 10. In addition to the duties and authority set out elsewhere in these Bylaws, the President shall encourage the development and improvement of the MWSBA policy-making efforts, ensuring they are designed to accomplish MWSBA's missions. The President shall appoint committees, task forces, and policy groups as the President believes appropriate to carry out the mission of MWSBA. The President shall be an ex-officio member of all committees, task forces, or policy groups. The President shall have the authority to call meetings of the membership, the executive committee (officers), and the Board of Directors.

Section 11. The Treasurer shall oversee the funds and investments of MWSBA. The treasurer shall make a report of the financial status of MWSBA at each Board of Directors Meeting and at the Meetings of the members.

Section 12. Further duties of the officers shall be determined and amended as necessary or appropriate by the Board of Directors and set out in the MWSBA Policies and Procedures Manual.

Article 5—Board of Directors

Section 1 The Board of Directors shall be comprised of:

A) The President, by virtue of his/her election or succession to that office, and who shall preside at all board meetings;

B) The Vice-President, Treasurer, and Secretary by virtue of his election or succession to those respective offices.

C) There will be up to 3 other Directors elected by the membership. The election shall be determined by the policy and procedure manual

Section 2. The Board of Directors shall set policy for MWSBA and ensure that policies created by the Board are implemented.

Section 3. The manner and mechanism by which policy making and policy implementation shall be undertaken and determined by the Board of Directors as detailed in the MWSBA Policy and Procedure manual.

Section 4. Any Director may be removed from office by a majority vote of the remaining Directors only upon the basis of two (2) consecutive unexcused absences. Any Director removed in accordance with this provision shall immediately be notified in writing of such removal. A Director may be removed by a 2/3 vote of the membership. A copy of the proposed motion to remove a Director shall be included with the notice concerning the Membership Meeting. The Director's position shall be vacated if a quorum of the membership is present at the noticed meeting and 2/3 of the members present and voting approve the motion to vacate.

Section 5. Qualifications for Director are as follows:

A) Being a member in good standing of the MWSBA, pursuant to Article 2 Section 5.

B) Having been a member of the MWSBA for at least 1 year.

C) The office of Treasurer must be held by a person who has experience in the financial field of business; including but not limited to experience as an accountant, CPA, Bookkeeper, Controller, Banker, or Chief Financial Officer.

Section 6.

A) Should a vacancy occur for any reason concerning any Director, such vacancy shall be filled by the membership.

B) Should a vacancy occur for any reason concerning a Director who serves by virtue of his election or succession as an Officer of MWSBA, that vacancy shall be filled in accordance with Article 4 Section 6-9 of these By-Laws.

Article 6 Meetings

Section 1

A) A regular membership meeting shall be held annually at such a place and time as determined by the Board of Directors.

B) Special meetings of the membership may be conducted, provided notice of the meeting is given to all members at least 30 days before the scheduled meeting, and further provided that the notice shall include an order of business listing the substance of all matters to be addressed at such meeting. No business other than that listed shall be

conducted unless directly related to the purpose of the meeting. Notice shall be deemed sufficient if placed in a publication distributed to all members; however, this is not the exclusive method of notice.

C) Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of regular or special membership meetings may be sent by electronic communication, including email and social media.

D) A special meeting of the membership may be called only by:

1) The President

2) Association executive/Secretary upon written petition of a majority of the Board of Directors.

3) Association Executive/Secretary upon written petition of one-third (1/3) of the membership.

E) MWSBA members in good standing, except for Ex. Office members will be entitled to cast votes at a regular or special membership meeting those addresses:

1) On all amendments to these Bylaws

2) On the election of Directors and Officers

Section 2 Board of Directors

A) There shall be at least four (4) regular meetings of the Board of Directors per year as determined by the Board of Directors at which the business of the Association shall be conducted.

B) The Board of Directors may conduct special meetings, provided notice of the meeting is given to all Directors at least seven (7) days before the scheduled meeting.

C) A special meeting of the Board of Directors may be held as a conference call and may take place through any means of electronic communication through which the Directors may simultaneously hear each other during the conference call, provided that the same notice is given for the conference all as would be required for any other special meeting of the Board of Directors. Participation by a Director in a conference by such means constitutes presence in person at the special meeting of the Board of Directors.

D) A majority of the elected Directors eligible to vote shall constitute a quorum for a meeting of the Board of Directors.

Article 7 Committees

MWSBA may establish committees that will further their goals and purpose.

Article 8 Election of Officers

The terms of all MWSBA elected positions shall be limited to two consecutive full terms. Partial terms for all elected positions shall not count as a full term for purposes of term limits specified in these Bylaws. Only full terms shall be counted toward terms limits specified in these Bylaws.

Article 9 Fiscal Year

The fiscal year of MWSBA shall be the calendar year.

Article 10 Code of Conduct

All members of MWSBA shall abide by the Code of Ethics as adopted in the Policy and Procedure Manual. Any disputes will be settled by the majority of the Board of Directors.

Article 11 Amendments

Section 1 Any provision of these Bylaws that becomes obsolete or inoperable under the passage of time shall automatically be deleted from subsequent printed editions of the Bylaws.

Section 2 These Bylaws may be amended at any regular meeting or special meeting of the MWSBA membership by affirmative vote of two-thirds (2/3) of the MWSBA membership present. Provided further that written notice of the substance of any proposed amendment, specifically identifying the article and section to be amended, shall first have been sent to each MWSBA member at least thirty (30) days in advance of the meeting. The written notice of the substance of any proposed amendment of these Bylaws may be sent by electronic communication, including email and/or social media that the Board has approved of Directors for sending such notices.

Article 12 Harassment

Any member of the MWSBA may be reprimanded, placed on probation, suspended, or expelled for harassment of an officer or Director, or member after an investigation following the procedures of the Association. As used in this section, harassment means any verbal or physical conduct, including threatening or obscene language, unwelcome sexual advances, stalking actions including threatening or obscene language, unwelcome sexual threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with the individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the president, president-elect, and/or one member of the board of directors selected by the highest-ranking officer not named in the complaint upon consultation with legal counsel for the Association. Disciplinary action includes any sanction authorized in the Code of Ethics with input from legal counsel. If the complaint names the president or vice president, they may not participate in the proceedings and shall be replaced by the immediate past president or by another member of the board of directors selected as the highest-ranking officer not named in the complaint.

Article 13 Dissolution

Upon dissolution of MWSBA and payments of its just debts, the Board of Directors, in its discretion, shall distribute any remaining assets to a charitable organization within Mount Washington, KY.