

MARY  
21234400

# THE MERCHANTS ASSOCIATION OF GRETNA BY-LAWS

## ARTICLE I

### GENERAL

Section 1: Name

The name of this organization shall be the Merchants Association of Gretna, Inc.

Section 2: Purpose

The purpose of this organization shall be to promote trade in the area served by its members, and to secure to its members the benefits inherent in cooperative effort.

Section 3: Area

The Trade Area shall mean to include the community of Gretna and the surrounding areas.

Section 4: Limitation of Methods

The Merchants Association of Gretna, Inc. shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

## ARTICLE II

### MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, business firm, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time recommended by the Board of Directors and approved by the general membership, payable in advance.

Section 4: Termination

- (a) Any member may resign from the Merchants upon written request to the Board of Directors.
- (b) Any member shall be automatically dropped for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- (c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

If any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. A member may be represented at meetings by a proxy duly appointed in writing.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### ARTICLE III

#### MEETINGS

Section 1: Annual Meeting

The annual meeting of the organization shall be held in December of any year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings

General meetings of the Merchants Association may be called by the President at any time, or upon petition in writing of any five (5) members in good standing: a.) Notice of special meeting shall be mailed to each member at least five (5) days prior to such meetings: b.) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting: c.) Committee meetings may be called at any time by the President or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the Merchants, ten (10) members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices

Members are to be notified at the beginning of each year as to regular monthly meeting dates, times and locations. If the date, time or location changes, members should be notified at least 48 hours in advance.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors shall be composed of 15 members, five of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The Past President shall serve as a member of the Board.

The government and policy-making responsibilities of the organization shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Selection and Election of Directors

- A. A nomination Committee of not less than three (3) members shall be appointed by the President or Board of Directors in the President's absence, at least 30 days prior to the election and whose duty it shall be to nominate from the membership

of the association two (2) members for each vacancy to be filled. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served a three-year term is eligible for election for a second term. A period of one (1) year must elapse before eligibility is restored.

- B. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for five (5) candidates only. Ballots shall be mailed to all active members at least ten (10) days prior to the Annual Meeting in December. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Merchants' address or returned at the Annual Meeting.
- C. The President shall appoint at least three (3) judges who are not candidates for election. The judges will be responsible for the auditing of the ballots. They shall report the results of the election to the membership. The judges will break a tie in the balloting by drawing lots from the candidates tied.

#### Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by a recommendation of the Board of Directors and approved by the general membership by a majority vote.

## ARTICLE V

### OFFICERS

#### Section 1: Determination of Officers

The Board of Directors (new and retiring) at its regular December meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall recommend to be approved by the general membership at the January meeting the President, the Vice President, Secretary and Treasurer. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2. Duties of Officers

- A. President. The President shall serve as the chief elected officer of the Merchants and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall determine all committees, select all committee chairmen and assist in the selection of committee personnel.
- B. Vice President. The duties of the Vice President shall be such as the title by general usage would indicate, as well as those assigned by the President and the Board of Directors. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall be the designated President for the next year.
- C. Secretary. The Secretary shall serve as official Secretary to the Board of Directors and cause to be prepared notices and minutes of the Board.
- D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the treasurer. The treasurer shall cause regular financial reports to be made to the Board.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The President shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the organization. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Merchants Association until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

## ARTICLE VII

### FINANCES

Section 1: Funds

All money paid to the organization shall be placed in a general operating fund.

Section 2: Disbursement

Upon approval of the budget, the treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the organization shall close on December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Board of Directors shall adopt a budget for the coming year.

Section 5: Annual Audit

The accounts of the organization shall be audited annually as of the close of business on December 31.

## ARTICLE VIII

### DISSOLUTION

#### Section 1: Procedure

The organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the organization. On dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

## ARTICLE IX

#### Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the bylaws of the organization.

## ARTICLE X

### AMENDMENTS

#### Section 1: Revisions

These bylaws may be amended by two-thirds (2/3) vote of those present at any regular or special meetings of the members provided notice of the proposed changes shall have been given all members not less than ten (10) days prior to such meeting.

ADOPTED: January 1, 1983  
AMENDED: March 5, 1992

**The Statute, Regulations, and Analytical Framework of IRC 501(c)(6),**  
Continued

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**Basic  
Characteristics  
of an IRC  
501(c)(6)  
Organization**

To meet the requirements of IRC 501(c)(6) and Reg. 1.501(c)(6)-1, an organization must possess the following characteristics:

1. It must be an association of persons having some common business interest and its purpose must be to promote this common business interest;
2. It must be a membership organization and have a meaningful extent of membership support;
3. It must not be organized for profit;
4. No part of its net earnings may inure to the benefit of any private shareholder or individual;
5. Its activities must be directed to the improvement of business conditions of one or more lines of business (discussed under “**The ‘Line of Business’ Requirement,**” page 21) as distinguished from the performance of particular services for individual persons;
6. Its primary activity does not consist of performing particular services for individual persons; and
7. Its purpose must not be to engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

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