

**BYLAWS**  
**OF**  
**Garden City Business Alliance**  
(a Michigan Nonprofit Corporation)  
changes proposed on 11/11/22

**Article I**

Membership shall be open to any business owner, citizen, community advocate, interested in serving the purposes of Garden City Business Alliance, that are in compliance with both Bylaws and Articles of Incorporation of said Alliance. The Officers shall assess annual dues for all members. In order to remain active, members must pay their dues by the due date.

**Article II**

**BOARD OF OFFICERS**

Section 1. Board of Officers. The assets, business and affairs of the Corporation shall be managed by its Board of Officers.

Section 2. Number and Term of Office. The Board of Officers of this Corporation shall consist of not less than four (4) nor more than seven (7) persons, as determined by the elected Officers.

Each member of the initial Board of Officers shall serve until the first annual meeting of the corporation in January at which time he or she shall cease to be an Officer unless otherwise elected as provided herein. Thereafter, the term of office of any Officer shall commence upon his or her election or appointment by the affirmative vote of a majority of the Members at Large. The term shall continue until the next annual meeting of the Corporation and thereafter until his or her successor is chosen or until his or her death, resignation or removal prior to the next annual meeting.

Section 3. Resignation, Removal and Vacancies. An Officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. An Officer may be removed with cause by the affirmative vote of a majority of the Members at Large. The term with cause would include but is not limited to being in violation of these bylaws, excessive absences-described below, soliciting quid pro quo i.e. free or discounts not already offered by the Establishment.

Board Member/ Trustee Attendance Expectations, amended and adopted Oct. 2021. All elected Executive Board Members and Trustees are expected to attend a minimum of three-quarters (75%) the yearly Membership Meetings, running from January to December of each year. In the event that a Membership Meeting is postponed or canceled, the postponed or canceled Membership Meeting will not count in the grand total of accounted Membership Meetings.

Monthly Membership Meetings include any gathering as determined by the GCBA Executive Board, which may include any in-person or electronic communication device-assisted methods of conducting official GCBA Membership business.

In the event that a Member serving on the GCBA Executive Board, or as a GCBA Trustee, exceeds their allowable missed meetings within the yearly, January to December period, the unaffected GCBA Executive Board Members may, at their discretion, hold a vote to remove the offending party.

If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy shall be filled by a special election.

Section 4. General Powers to Negotiate Paper. The Board of Officers may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment or receipt of money and designate the persons who shall be authorized to make, sign, or endorse the same on behalf of the Corporation.

Section 5. Disposition of Property, Documents, and Passwords in Possession by a former Board Member/ Trustee, amended and adopted Oct. 2021. Upon the conclusion of a GCBA-Executive Board member or Trustee' Term of service, the departing Board Member or Trustee will unconditionally provide all Property, Documents, and Passwords to the next Executive Board no later than seven

(7)days before the new Board assumes office on January 1<sup>st</sup>. All reasonable means of communication, including but not limited to the use of landline telephone/ cellular phone calls, email, social media messaging, United States Postal Service, etc., between the affected parties, should be employed to effectuate the transfer of all property, documents, and passwords.

Section 6. Compensation. Officers shall serve without compensation, but may be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as an Officer, not to exceed \$1000.00 in any given calendar year.

Section 7. Annual Budget. An annual budget to be prepared and made available, upon request, to Members at Large by the 2<sup>nd</sup> monthly meeting in February. Modifications to said budget shall be at the discretion of a majority of the Officers.

Section 8. Audit. An Audit of the Finance's of the Corporation shall be performed yearly no later than July 31<sup>st</sup> of any given year for the previous year. The Audit may be conducted by any Board Member, Member at Large, or an Auditing Firm of the Boards choosing, as long as the Auditor has no signatory rights to the corporation's finances or accounts.

### **Article III** **Meetings**

Section 1. Annual Meeting. The annual meeting of the Members at Large of the Corporation shall be held on the second Friday of January of each year, or at any place and date as designated by the Officers for the purpose of electing Officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year.

Section 3. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President or Secretary at the discretion of not less than two Officers or as may otherwise be provided by law. Special meetings shall be held at a location designated by the President or Secretary and stated in the notice of meeting. Any request for a meeting by the Officers must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or bylaw, written notice containing the time and place of all meetings of the Board of Officers shall be given either personally or by electronic media to each Officer not more than seven days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Section 5. Quorum and Voting. A majority of all the Officers shall constitute a quorum at any meeting. A minimum of three Officers shall constitute a quorum. The vote of a majority of the Officers present at a meeting at which a quorum is present shall constitute the action of the Board, unless the vote of a larger number is required by law or other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. All meetings will be conducted using Roberts Rules of Order. Meetings of the Officers shall be presided over by the President, the Vice President, or the Secretary of the Corporation, or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 7. Electronic Conferences. An Officer may participate in a meeting of Officers by conference telephone or similar communication equipment by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## Article IV Officers

Section 1. Election or appointment. The Members at Large shall nominate and elect a President, a Vice President, a Secretary, a Treasurer, and three trustees of the Corporation. The Members at Large may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

(A) Nominating Mechanics. All current, paid-in-full Members of the GCBA are eligible to nominate, and be nominated, for any elected role on the GCBA Executive Board. In addition, any eligible Member may nominate themselves for Election. During the nomination process, Members may be nominated to more than one open position. It is up to the Member to accept or decline any or all nominations. If the member is the winner of more than one position, the Member must choose which role they want to accept, as one Member is prohibited from serving in two or more capacities on the GCBA Executive Board.

The names of the nominated Members will be collected starting after the September General Meeting and ending the final full week of October. Each nominated Member will then have the option of accepting or declining the nomination through the first week of November, and the names of all accepted nominations will be announced using the GCBA website, the GCBA Facebook page and publicized in the GCBA Newsletter before the November General Membership Meeting, typically held on the second Friday of the month.

To best serve and inform the Membership of the GCBA, during the November Membership Meeting, those individuals who have been nominated and accepted their nomination will be provided an opportunity to address the GCBA Membership, for no more than five (5) minutes, to describe their candidacy for the role to which they aspire to achieve. In addition, each nominated individual will be provided an opportunity to write a brief, personal narrative about themselves and their candidacy. The personal essay will be published on the GCBA website before the Election period begins.

(B) Election Mechanics. The GCBA Election period will be held starting after the November General Membership meeting and run through the first Friday in December. The Election process will be executed using the Election option on the GCBA website. All current, paid-in-full GCBA Members are eligible to vote and will be provided with a single ballot to cast their choice for each nomination and their corresponding role.

All eligible votes will be counted by at least two GCBA Executive Board Members that are NOT on the current slate of nominations for that Election cycle. In the case of a tie, the two non-running Executive Board Officers, along with the non-running Trustees, will hold a secret ballot within three days to determine the winners between the tied participants.

The final results of the Election will be announced no later than the second Friday of December at the General Membership Meeting. The newly elected Executive Board Members will assume office on January 1<sup>st</sup> of the next year.

(C) Special Election. A Special Election to be held in the event of a removal, resignation, or vacancy shall be conducted within 45 days of said vacancy.

Section 2. Term of Office. The terms of office of all Officers shall commence upon their election or appointment and shall continue until their term of office has expired.

All recognized GCBA Executive Board Officers will be elected to serve in lengths of two-year terms of office. The three Trustees roles will continue their current terms of one-year, two-year, and three-year terms of service, as previously determined. The positions of President and Treasurer will begin their two-year term in January of even years and the Vice-President and Secretary will begin their two-year term in January of odd years.

Any Board Member ( Officer or Trustee) may be removed from office with cause at any meeting, by the affirmative vote of the majority of the Executive Board and/or the Members at Large whenever, in their judgment, the best interest of the Corporation shall be served.

An Officer or Trustee may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section 3. The President. The President shall be the chief executive officer of the Corporation and shall have general and active management of the activities of the Corporation. The President shall see that all orders and resolutions of the Board of Officers are carried into effect. The President shall execute all authorized conveyances, contracts or other obligation in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Officers to some other person. The President shall preside at meetings of the Board of Officers, and in his or her absence, the Officers present at the meeting shall designate another presiding officer.

Section 4. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform any other duties prescribed by the Board of Officers or the President.

Section 5. The Secretary. The Secretary shall attend all meetings of the Board of Officers and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Officers for which notice may be required and will perform any other duties prescribed by the Directors.

Section 6. The Treasurer. The Treasurer shall oversee the financial activities of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Officers. All books, papers, vouchers, money and other property of whatever kind belonging to the corporation which are in the Treasurer's possession or under his or her control shall be returned to the corporation at the time of his or her death, resignation or removal from office.

Section 7. The Trustees. The Trustee shall serve as Official Board Member with equal voice and representation but with limited voting power. Limited voting power shall constitute a consensus or majority equaling one board vote. The Trustees shall serve as auditors of all corporation activities which include financial activities or as directed by the membership. Said Trustees shall have no voting power with relation to any activity for which they have the responsibility of auditing the records. Their voting activities shall be confined to such matters as shall be brought before the general membership where they are eligible to vote as members in good standing in the corporation. Terms for Trustees shall serve staggered terms with one (1) to three (3) years. Terms for Trustees shall serve with one (1) Trustee to be replaced each year, three (3) year Trustee, two (2) year Trustee and one (1) year Trustee.

#### Article V

#### Committees

Section 1. Other Committees. The Board of Officers and Members at Large may designate other committees as deemed appropriate. The committees shall have the authority as delegated to them by the Members at Large.

Section 2. Procedure. All committees and each member thereof, shall serve at the pleasure of the Members at Large. The Members at Large shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in the Bylaws for regular or special meeting of the Board of Officers, and a majority of any committee shall constitute a quorum at the meeting. The President or his or her designee shall serve as ex-officio member of each committee.

## **Article VI**

### **Indemnification**

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any officer of the Corporation (and, to the extent provided in a resolution of the Board of Officers or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was an Officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an Officer, Trustee, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification shall continue as to a person who has ceased to be an Officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Officers or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a officer, volunteer, employee or agent of the Corporation shall inure to the benefit of the heirs and personal representatives of that person.

**Article VII**  
**Conflict of Interest**

Section 1. Disclosure. When a member of the Board or an Officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or Officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest shall be disclosed to the Members at Large and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization shall be considered to exist when a Board member or Officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or Officer having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and shall not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board shall obtain and rely on appropriate comparability data. The minutes of the meeting shall reflect that disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. Statement of Position. The foregoing requirements shall not be construed to prevent a Board member or Officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

**Article VIII**  
**Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Officers of the Corporation and the Members at Large.

Signed by the Incorporates this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Jacqueline L. Perrydore, President

\_\_\_\_\_  
Scott Archer, Vice President

\_\_\_\_\_  
Joe Bartley, Treasurer

\_\_\_\_\_  
Elaine Salter, Secretary