

10th Street Area Business Association, Inc.

ARTICLE I NAME

SECTION 1.

The name of the organization shall be the **10th Street Area Business Association, Inc.**

SECTION 2.

This organization shall for the purposes of brevity hereinafter be referred to as the 10th St ABA.

SECTION 3.

The principal office of the 10th St ABA shall be at the same address as acting President.

SECTION 4.

The fiscal year of the 10th St ABA shall coincide with the calendar year.

ARTICLE II MISSION STATEMENT AND POLICIES

SECTION 1.

The mission statement of 10th St ABA is: to unify and amplify the voice of our local businesses and neighbors to promote 10th Street as your destination.

SECTION 2.

The 10th St ABA shall be non-profit and non-partisan. No commercial enterprise or political candidate shall be endorsed by it. The names of the organization or its officers in their official capacities shall not be used in connection with a commercial concern, or with any partisan interest, or for any other than the regular work of the 10th St ABA.

ARTICLE III MEMBERSHIP AND DUES

SECTION 1.

The 10th St ABA general meetings are open to anyone wishing to attend. However, voting membership shall be open to any person owning, working, or associated with businesses along 10th Street, Jeffersonville, IN from Spring Street to I-265 exchange as well as an area approximately 2 city blocks from 10th Street corridor. In addition, voting rights are also open to property owners and residents within this defined area.

SECTION 2.

Membership categories and dues shall be determined from time to time by the Board of 10th St ABA. Dues shall be due and payable in advance each year for the following membership year. Dues not paid within 30 days will be considered in arrears. Members with dues in arrears shall no longer be a member in good standing and forfeit right to vote. Refunds and/or partial refunds of dues will not be allowed.

SECTION 3.

Each member in good standing is entitled to one vote in meetings, elections, etc.

SECTION 4.

Any member may resign their membership from the 10th St ABA. However, resignation of membership will not preclude payment of dues in arrears.

ARTICLE IV BOARD

SECTION 1.

The Board of Directors of the 10th St ABA (hereinafter called the "Board") shall be elected annually by the general membership at the December meeting and effective January 1st, the following year. Nominations will be accepted in November.

SECTION 2.

The Board shall have the responsibility for the business and affairs of the 10th St ABA.

SECTION 3.

Any candidate for the Board shall be a voting member of the 10th St ABA prior to his/her election to the Board and current in paid membership dues.

SECTION 4.

The Board shall consist of nine (9) members, elected annually to serve a term of one (1) year. The Executive Board members will be included in the (9) member Board. Board members shall be limited to three (3) consecutive one (1) year terms. Each Board member shall hold membership in at least one standing committee.

SECTION 5.

In the event of a vacancy on the Board prior to completion of the term, the remaining board members shall present its nominations at any regular or special meeting of the Board. Subject to additional nominations from the floor, the vacancy shall be filled by a majority vote of the board members present at said meeting. The person elected shall fill the remainder of the unexpired term.

SECTION 6.

Any member of the Board who shall be absent for four (4) board meetings in a given calendar year without presenting satisfactory excuse or who has failed to maintain paid membership in the 10 St ABA may be removed from the Board by a majority vote of the remaining board members. Such action shall not be taken until said member has been notified in writing and provided an opportunity to respond.

ARTICLE V MEETINGS

SECTION 1.

Nominations for Board and Executive Board members will be accepted in November each year.

SECTION 2.

Special or regular business meetings of the Board and/or the membership may be called by the President or, in his/her absence, by the vice-president, or at the request of three officers, or at the request of forty percent (40%) of the members of the 10th St ABA. Such requests should be addressed to the Board and delivered to the 10th St ABA principal office. Due notice shall be given in writing to all active members at least fifteen (15) days prior to a special meeting. No meeting notice is required for regularly scheduled meetings. The place of all meetings shall be determined by the Board.

SECTION 3.

Regular Board business meetings may be scheduled by the President and approved by a majority of the Board and shall be held monthly. No meeting notice is required for regularly scheduled meetings. The place or all meetings shall be determined by the Board. A simple majority shall rule on all issues including election of Board members and Executive Board members as well as any other official business before the Board. At least 50% of Board members represent a quorum.

SECTION 4.

A regular member may proxy their vote to another regular member and a Board member may proxy their vote to another Board member, including election of the Board, and may be submitted to the membership in writing for a vote by secret ballot.

**ARTICLE VI.
EXECUTIVE BOARD**

SECTION 1.

The Officers making up the Executive Board of the 10th St ABA shall be the President, Vice President, immediate past President, Secretary, and Treasurer.

SECTION 2.

The Executive Board members will also be elected annually by the general membership during the December meeting and effective, January 1st the following year. Nominations for Executive Board members will be accepted in November each year.

SECTION 3.

Each Executive Board member shall serve a term of one (1) year, effective January 1st each year. Executive Board members may succeed themselves for one additional consecutive term. Vacancies shall be filled by a majority vote of the Board.

**ARTICLE VII.
DUTIES OF OFFICERS**

SECTION 1.

The President shall be the chief executive officer of the 10th St ABA. The President shall preside at all general meetings, special meetings, board meetings, and executive board meetings.

SECTION 2.

The Vice President shall perform the duties of the President in the absence of the President and shall perform other duties as may from time to time be established by the Board and by the President.

SECTION 3.

The Immediate Past President shall perform the duties of the President and the Vice President in their absence, and shall perform other duties as may from time to time be established by the Board and by the President.

SECTION 4.

The Secretary shall keep an accurate record of minutes of all general meetings, special meetings, board meetings, board meetings, and executive board meetings.

SECTION 5.

The Treasurer shall keep complete and correct records of all accounts, showing at all times the actual financial condition of the 10th St ABA. The Treasurer shall present a financial report at all regularly scheduled Board meetings. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall cause to be prepared and filed on behalf of the 10th St ABA its annual not-for-profit corporation report and other such financial reports and returns as may be required from time to time to maintain the 10th St ABA in good standing under the law.

ARTICLE VIII COMMITTEES

SECTION 1.

Committees of the Board may be either standing or ad hoc. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the Board. At least one member of each standing committee shall be appointed from the general membership, i.e., one member shall not be a Board member. The president may from time to time, with the approval of the Board, appoint additional members of any standing committee.

SECTION 2.

Each standing committee shall from time to time report to the Board its recommendations upon all areas of responsibility written reports before each regular Board meeting are requested.

SECTION 3.

The standing committees and their assigned functions are:

- a) Media --
- b) Membership --
- d) Events –
- e) Speakers—
- f) 10th Street Development Projects / Local Issues—
- g) New Business Development--

ARTICLE IX. STAFF

SECTION 1.

The Board may employ an administrator. The Board would also determine the duties, responsibilities, and compensation of said administrator. These duties and responsibilities may also be provided by a volunteer.

SECTION 2.

The administrator shall be responsible to the Board and shall be subject to the direct supervision of the president. The administrator shall be responsible for the duties outlined in a written job description. The administrator shall be subject to an annual review and written evaluation by the executive committee based on mutually agreed upon goals and objectives.

SECTION 3.

All paid and voluntary staff of 10th St ABA shall be responsible to the administrator.

ARTICLE X. MISCELLANEOUS

SECTION 1.

Meetings of the membership and of the Board shall be conducted according to the most recent edition of *Robert's Rules of Order*.

**ARTICLE XI.
EXECUTION OF INSTRUMENTS**

SECTION 1.

Unless otherwise ordered by the Board, all written contracts and other documents entered into by the 10th St ABA shall be executed on behalf of the organization by the President. The Board may authorize any member of the Executive Board, agent or agents of the 10th St ABA to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the 10th St ABA. Such authority may be general or confined to specific instances.

**ARTICLE XII.
DISSOLUTION**

SECTION 1.

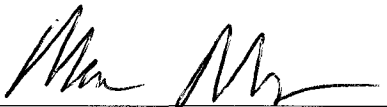
In the event of dissolution of the 10th St ABA, all assets shall be distributed to such one or more organizations which have purposes and objects similar to those of the 10th St ABA and are organizations tax exempt from United States income taxes under provisions of Section 501 (c) (3) of the Internal Revenue Service Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Clark County, Indiana, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII.
AMENDMENTS**

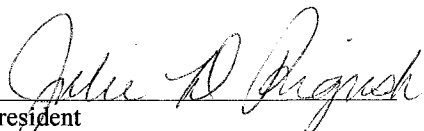
SECTION 1.

These Bylaws may be amended by a majority vote of the Board members.

These Bylaws were approved and adopted this 15th day of July, 2011, by the Board of the Association.



Treasurer



President